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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Sino-Life Group Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2023 Annual Report of the Company, which contains the directors' report, the independent auditor's report and the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2023.

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong at 11:30 a.m. on Friday, 21 June 2024 is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company 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 circular 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 circular misleading.

This circular will remain on the Stock Exchange's website at <http://www.hkexnews.hk> on the “Latest Listed Company Informations” page for 7 days from the date of its publication and on the website of the Company at <http://www.sinolifegroup.com>.

26 April 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2023 Annual Report”	the audited financial statements and the reports of the Directors and of the auditor of the Company for the year ended 31 December 2023
“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 11:30 a.m. on Friday, 21 June 2024
“Articles of Association”	the existing Second Amended and Restated articles of association of the Company adopted on 31 May 2023
“Board”	the board of Directors
“close associates”	has the meanings ascribed to it under the GEM Listing Rules
“Company”	Sino-Life Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the share of which are listed on GEM
“core connected person(s)”	has the meanings ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of total number of shares in issue of the Company as at the date of passing the relevant resolution for approving the issue mandate

DEFINITIONS

“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“M&A”	the existing Second Amended and Restated memorandum and articles of association of the Company adopted on 31 May 2023
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM
“New M&A”	the new memorandum and articles of association incorporating the Proposed Amendments to be adopted by the Shareholders at the AGM
“Nomination Committee”	nomination committee of the Company
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the M&A as set out in Appendix III to this circular (with the proposed amendments marked up against the M&A)
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of shares in issue of the Company as at the date of passing of the resolution approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Substantial Shareholder”	any person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. XU Jianchun (Chairman)

Mr. LIU Tien-Tsai

Independent non-executive Directors:

Mr. CHAI Chung Wai

Dr. YANG Jingjing

Ms. HU Zhaohui

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

26 April 2024

To the Shareholders,

Dear Sir/Madam,

- (1) GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong at 11:30 a.m. on Friday, 21 June 2024, ordinary resolutions will be proposed to approve, *inter alia*, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of retiring Directors; and a special resolution will be proposed to approve the proposed adoption of the New M&A.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, and the proposed adoption of the New M&A, and to give you the notice of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of Shares that may be repurchased is up to 10% of the total number of Shares in issue at the date of passing of such resolution. The Repurchase Mandate to repurchase Shares will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Set out in Appendix I to this circular is the explanatory statement which is required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with new Shares, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. New Shares may be issued with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue on the date of passing the resolution approving the Issue Mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 885,000,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot and issue up to 177,000,000 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000, divided into 10,000,000,000 Shares, of which 885,000,000 Shares are in issue and fully paid.

EXTEND GENERAL MANDATE TO ISSUE SHARES

Subject to and conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

In accordance with article 16.2 of the Articles of Association, as Ms. HU Zhaohui was appointed after the last general meeting of the Company, she shall be subject to election by Shareholders at the first annual general meeting, being the AGM, after her appointment. In accordance with article 16.18 of the Articles of Association, Mr. XU Jianchun and Mr. CHAI Chung Wai shall retire from office as Directors by rotation. All of them, being eligible, will offer themselves for re-election at the AGM.

Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 of the GEM Listing Rules, it is recommended that serving more than nine years could be relevant to the determination of a non-executive director's independence. Any further appointment of independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders.

Mr. CHAI Chung Wai is an independent non-executive Director serving the Company since 2009. Recommendations to the Board for the proposed re-election of Mr. CHAI Chung Wai as independent non-executive Director was made by the Nomination Committee, after having reviewed his suitability according to the assessment criteria as set out in the nomination policy adopted by the Company. In addition, during the years of service with the Company, Mr. CHAI Chung Wai has contributed by providing an independent viewpoint, enquiry and advice to the Company in relation to its businesses, operations, future development and strategy. Moreover, Mr. CHAI Chung Wai has not engaged in the daily or executive management of the Group nor in any relationships or circumstances which would interfere with the exercise of his independent judgement. The Nomination Committee considers that Mr. CHAI Chung Wai has the character,

LETTER FROM THE BOARD

integrity, ability and experience to continue to fulfil his role as required effectively. There is no evidence that his over nine years of service with the Company would have any impact on his independence which, on the contrary, is an asset to the Company. Mr. CHAI Chung Wai has confirmed in writing to the Company that he satisfied all the criteria for independence as set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the guideline. Based on the assessment of all these relevant factors, the Nomination Committee considered that Mr. CHAI's length of tenure with the Company would not affect his independence.

Taking into consideration of the independent scope of work and valuable contributions Mr. CHAI Chung Wai given to the Company in the past years, the Board considers Mr. CHAI Chung Wai is able to provide independent, balanced and objective views to the Company's affairs and continue to independently fulfill his role as an independent non-executive Director despite the fact that he has served the Company for more than nine years.

The Company has received from Mr. CHAI Chung Wai, the retiring independent non-executive Director proposed for re-election, the annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is satisfied of his independence under the GEM Listing Rules. Also, the Nomination Committee, after reviewing his past performance and with reference to his skill, knowledge and experience, is in the view that his strong educational background, professional expertise, industry experience, skills and in-depth knowledge in accounting and financial field enable him to provide relevant valuable opinions, and contribute to the diversity of the Board. Mr. CHAI Chung Wai currently serves as a director in two listed company, therefore, he is able to devote sufficient time and attention to perform the duties as a Director. Accordingly, the Board accepted the nomination from the Nomination Committee and recommended Mr. CHAI Chung Wai to be re-elected as independent non-executive Director at the AGM.

The Company has received from Ms. HU Zhaohui, the retiring independent non-executive Director proposed for re-election, the annual confirmation of her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is satisfied of her independence under the GEM Listing Rules. Also, the Nomination Committee, after reviewing her past performance and with reference to her skill, knowledge and experience, is in the view that her strong educational background, professional expertise, industry experience, skills and in-depth knowledge in both mechanical engineering and accounting and financial fields enable her to provide relevant valuable opinions, and contribute to the diversity of the Board. Ms. HU Zhaohui does not serve as a director in any other listed company, therefore, she is able to devote sufficient time and attention to perform the duties as a Director. Accordingly, the Board accepted the nomination from the Nomination Committee and recommended Ms. HU Zhaohui to be re-elected as independent non-executive Director at the AGM.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of Mr. XU Jianchun as executive Director and Ms. HU Zhaohui and Mr. CHAI Chung Wai as independent non-executive Directors were made by the Nomination Committee, after having reviewing a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company in accordance with the nomination policy and the board diversity policy of the Company.

The Board accepted the nomination from the Nomination Committee and recommended Mr. XU Jianchun, Ms. HU Zhaohui and Mr. CHAI Chung Wai to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of each of Mr. XU Jianchun as executive Director and Ms. HU Zhaohui and Mr. CHAI Chung Wai as independent nonexecutive Directors is in the interest of the Company and the Shareholders as a whole. Each of Mr. XU Jianchun, Ms. HU Zhaohui and Mr. CHAI Chung Wai has indicated his/her willingness to offer himself/herself for re-election at the AGM.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. XU Jianchun as executive Director and Ms. HU Zhaohui as an independent non-executive Director and a separate resolution will be proposed for the re-election of Mr. CHAI Chung Wai as an independent non-executive Director. Particulars relating to the Directors who offer themselves for re-election are set out in Appendix II to this circular.

PROPOSED ADOPTION OF THE NEW M&A

The Board has resolved to put forward to the Shareholders for approval a special resolution 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, bringing the M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and relevant amendments made to the GEM Listing Rules which took effect from 31 December 2023, and the applicable laws of the Cayman Islands.

The proposed adoption of the New M&A is subject to approval by the Shareholders by way of passing a special resolution at the AGM. In this regard, a special resolution numbered 7 as set out in the notice of the AGM will be proposed at the AGM. Details of the Proposed Amendments to the existing M&A brought about by the New M&A (marked-up against the existing M&A) are set out in Appendix III to this circular. The M&A is written in English, and there is no official Chinese translation in respect thereof. The Chinese translation of the New M&A is therefore for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed in Hong Kong.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2024.

THE AGM

A notice convening the AGM to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong at 11:30 a.m. on Friday, 21 June 2024 is set out on pages 20 to 25 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM. An announcement on the poll vote results will be published by the Company after the AGM on the Stock Exchange's website at www.hkexnews.hk and the website of the Company at www.sinolifegroup.com.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the adoption of the New M&A are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

By order of the Board

Sino-Life Group Limited

XU Jianchun

Chairman and Executive Director

This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information required under rule 13.08 of the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

The resolution proposed to be passed at the AGM relates to the grant of a general mandate to the Directors to repurchase Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the total number of Shares in issue at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 885,000,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to 88,500,000 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company and the GEM Listing Rules for such purpose.

5. FINANCIAL EFFECT OF REPURCHASES

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2023, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

During each of the previous 12 months up to the Latest Practicable Date the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

	Share Prices	
	Highest	Lowest
2023		
April	0.165	0.118
May	0.150	0.121
June	0.140	0.127
July	0.141	0.120
August	0.141	0.112
September	0.130	0.104
October	0.115	0.076
November	0.104	0.081
December	0.092	0.075
2024		
January	0.085	0.054
February	0.087	0.062
March	0.080	0.058
April (up to the Latest Practicable Date)	0.076	0.043

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Company confirms that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

8. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the Substantial Shareholders was as follows:

Name of Substantial Shareholders	Long Position	Nature of Interest	Approximate percentage of existing shareholding	Approximate percentage if the Repurchase Mandate is exercised in full
Hong Kong Gaoqi Biological Technology Company Limited	220,475,000	Beneficial owner	24.91%	27.68%
QIU Qi	220,475,000	Corporate interest	24.91%	27.68%

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as to result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following is the particulars of the Directors proposed to be re-elected at the AGM:

(1) Mr. XU Jianchun (“Mr. XU”)

Mr. XU, aged 45, was appointed as the Chairman of the Board and an executive Director on 22 December 2017. Mr. XU holds a doctorate degree in economics from the Renmin University of China. Mr. XU has many years of investment experience in the biotechnology sector. He has extensive experience in the biotechnology investment and operation field.

The Company and Mr. XU have entered into a service contract for three years commencing from 22 December 2017 which continues thereafter until terminated by either party giving not less than two months’ notice in writing to the other party. Mr. XU is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. XU is entitled to an annual director’s fee of HK\$1,500,000, which is covered by his service contract. Mr. XU will also be entitled with an annual discretionary bonus provided that the aggregate amount of the bonuses payable shall not exceed 5% of the consolidated audited net profit of the Group for the relevant financial year and such amount has to be approved by the Remuneration Committee. The remuneration package of Mr. XU is recommended by the Remuneration Committee and approved by the Board with reference to his duties and contribution, the Company’s performance and remuneration policy and prevailing market condition.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Xu is a director of and interested in 35.33% issued share capital of Hong Kong Gaoqi Biological Technology Company Limited which in turn is interested in approximately 24.91% of the issued shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. XU does not hold any position with the Company or its subsidiaries; (b) Mr. XU did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. XU does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. XU does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. XU that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

(2) Ms. HU Zhaohui (“Ms. HU”)

Ms. HU, aged 55, graduated from Yangtze University (formerly known as Jiangnan Petroleum Institute (江漢石油學院)) in the PRC in 1986 and obtained a bachelor’s degree in engineering in 1990 with a major in geophysics, and graduated from Huazhong University of Science and Technology in the PRC in 1998 and obtained a master’s degree in engineering in 2002 with a major in mechanical engineering. She also graduated from Wuhan University in the PRC in 2000 and obtained a master’s degree in finance in 2003. She was an engineer of Jiangnan Machinery Research Institute of China National Petroleum Corporation. She served as a teacher, deputy director of the Department of Finance and an associate professor of Guangdong University of Finance. She also served as the deputy director of the postgraduate division of Guangdong University of Finance. She also served as the director of the Teaching Quality Monitoring and Evaluation Center of Guangdong University of Finance.

Ms. HU has entered into a letter of appointment with the Company for a term of three years commencing from 7 June 2023. Ms. HU is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. HU is entitled to an annual director’s fee of HK\$60,000, which is covered by her appointment letter, and without any discretionary bonus. The remuneration package of Ms. HU is recommended by the Remuneration Committee and approved by the Board with reference to her duties and contribution, the Company’s performance and remuneration policy and prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, (a) Ms. HU does not hold any position with the Company or its subsidiaries; (b) Ms. HU did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Ms. HU does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Ms. HU does not have or deemed to have any interest in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Ms. HU that need to be brought to the attention of the shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

(3) Mr. CHAI Chung Wai (“Mr. CHAI”)

Mr. CHAI, aged 57, was appointed as an independent non-executive Director on 16 February 2009. Mr. Chai obtained his master degree of Accounting from Jinan University on 6 January 2004 and of business administration from the University of Manchester in December 2006. Mr. Chai is a fellow member of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Accountants in England and Wales and a fellow of The Hong Kong Institute of Directors. Mr. Chai has extensive experience of over 20 years in the accounting and financial field. Mr. Chai has been the company secretary of Ping Shan Tea Group Limited. He is currently an independent non-executive director of two companies listed on the Stock Exchange, namely Kingkey Intelligence Culture Holdings Limited (stock code: 550) and Shifang Holding Limited (stock code: 1831) and he was an independent non-executive director of Sino Energy International Holdings Group Limited (a company formerly listed in Hong Kong, stock code: 1096 and cancelled listing on 15 December 2022) from February 2019 to August 2022.

Mr. CHAI has entered into a letter of appointment with the Company for a term of three years commencing from 9 September 2021 unless and until terminated by either party giving not less than one month’s notice in writing to the other party. Mr. CHAI is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. CHAI is entitled to an annual director’s fee of HK\$70,000, which is covered by his appointment letter, and without any discretionary bonus. The remuneration package of Mr. CHAI is recommended by the Remuneration Committee and approved by the Board with reference to his duties and contribution, the Company’s performance and remuneration policy and prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, (a) Mr. CHAI does not hold any position with the Company or its subsidiaries; (b) Mr. CHAI did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. CHAI does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. CHAI does not have or deemed to have any interest in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (e) there are no other matters about Mr. CHAI that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

The following are the Proposed Amendments to be made to the M&A. Unless otherwise specified, articles referred to herein are articles of the M&A:

**THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~SECOND~~ THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

**SINO-LIFE GROUP LIMITED
中國生命集團有限公司**

(adopted by a special resolution passed on ~~31 May 2023~~ [DATE])

Proposed amendments to the existing Articles of Association of the Company

2.6 In these Articles, unless there be something in the subject or context inconsistent herewith, any requirements as to delivery under these Articles include delivery in the form of an electronic record (as defined in the Electronic Transactions Act).

13.1(6) (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or Electronic Facilities and/or form of the meeting, the Company shall (a) endeavor to ~~post~~ publish a notice of such postponement or change on the Company's website or the website of the Designated Stock Exchange as soon as reasonably practicable (provided that failure to ~~post~~ publish such a notice shall not affect the effectiveness of the postponement or change of such meeting);

(ii) subject to and without prejudice to Article 13.5, unless already specified in the original notice of the meeting or included in the notice ~~posted~~ published on the Company's website or the website of the Designated Stock Exchange above, the Board shall fix the date, time, place (if applicable) and Electronic Facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the members of the Company reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and

- 28.6 To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete ~~printer~~ copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
- 30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website or the website of the Exchange ~~provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in accordance with the Listing Rules to receive or otherwise have made available to him~~ notices and documents to be given or issued to him by the Company by such electronic ~~means~~, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.
- 30.8 Any notice given by electronic means as provided herein shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. Any notice, documents or publication placed on either the Company's website or the website of the Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules ~~have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

NOTICE OF THE AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Sino-Life Group Limited (the “Company”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong at 11:30 a.m. on Friday, 21 June 2024 for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and of the independent auditor of Company for the year ended 31 December 2023;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - a) to re-elect Mr. XU Jianchun as executive Director;
 - b) to re-elect Ms. HU Zhaohui as independent non-executive Director;
 - c) to re-elect, approve and confirm the continuous appointment of Mr. CHAI Chung Wai as independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and
 - d) to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
3. to re-appoint Crowe (HK) CPA Limited as the independent auditor of the Company and to authorize the Board to fix their remuneration;

NOTICE OF THE AGM

and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the total number of Shares in issue on the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF THE AGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Act”), or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. as special business to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the Shares in issue of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF THE AGM

(c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

6. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the total number of Shares in issue of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the total number of Shares in issue that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above.”

SPECIAL RESOLUTION

7. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 26 April 2024, be and are hereby approved;

NOTICE OF THE AGM

- (b) the third amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “New M&A”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New M&A and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

26 April 2024

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

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting (“AGM”) is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.

NOTICE OF THE AGM

4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. In relation to proposed Resolutions no. 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to proposed Resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders of the Company as a whole. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
8. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 17 June 2024.
9. If Typhoon Signal No. 8 or above is hoisted, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.sinolifegroup.com> and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.