



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 21 JUNE 2024

I/We ^(note 1) _____
of _____

being the registered holder(s) of ^(note 2) _____ ordinary share(s) of HK\$0.1
each in the capital of Sino-Life Group Limited (the “Company”) hereby appoint the Chairman of the annual general meeting of the
Company, or ^(note 3) _____

of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (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 and at
any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice
convening the AGM as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other
business that may properly come before the AGM and/or at any adjournment thereof:

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
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 the Company for the year ended 31 December 2023		
2.	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 authorize the Board of Directors to fix the Director’s remuneration		
3.	To re-appoint Crowe (HK) CPA Limited as the independent auditor of the Company and to authorize the Board of Directors to fix their remuneration		
4.	To approve a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of this resolution		
5.	To approve a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of this resolution		
6.	To extend the general mandate granted to the Directors to issue shares of the Company by the number of shares repurchased under resolution 5		
SPECIAL RESOLUTION ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To approve the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the “Proposed Amendments”) which are set out in Appendix III to the circular of the Company dated 26 April 2024, and to approve the adoption of the third amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments)		

Date this _____ day of _____ 2024

Signature ^(note 6) _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out “the Chairman of the annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of the resolutions is by way of summary only. The full text appears in the notice of the AGM.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM and/or at any adjournment thereof other than those referred to in the notice convening the AGM which is set out in the Company’s circular dated 26 April 2024.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the AGM or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the AGM convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 (“PDPO”) of the Laws of Hong Kong, which will include your name and mailing address.

Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at Sino-Life Group Limited’s AGM and instructions. Your supply of Personal Data is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with your Personal Data.

Your Personal Data will not be transferred to any third party, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request.

Your Personal Data will be retained for such period as may be necessary for our record, verification and notification purposes and will be destroyed 1 year after the AGM.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the:

Privacy Compliance Officer of
Tricor Investor Services Limited at
17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong