THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 SHARES, ISSUE SHARES AND RESELL TREASURY SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

This circular is despatched together with the 2025 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 2025.

A notice convening an annual general meeting (the "AGM") of the Company to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong at 2:00 P.M. on Friday, 29 May 2026 is set out on pages 16 to 21 of this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, approve, among other things, the grant of the general mandate to issue new shares, repurchase shares and resell treasury shares, and the re-election of Directors by way of ordinary resolutions.

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. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the AGM.

All times and dates specified herein refer to Hong Kong local times and dates.

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 Information" page for 7 days from the date of its publication and on the website of the Company at http://www.sinolifegroup.com.

20 April 2026

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.

TABLE OF CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD

Introduction 3

General Mandate to Repurchase Shares 4

General Mandate to Issue Shares 5

Extend General Mandate to Issue Shares 5

Re-election of Retiring Directors 6

Closure of Register of Members. 7

The AGM 7

Recommendation 8

APPENDIX I – Explanatory Statement 9

APPENDIX II – Details of Directors Proposed to be Re-elected 13

NOTICE OF THE AGM 16

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

"2025 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 2025
"AGM"	the annual general meeting of the Company to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong at 2:00 P.M. on Friday, 29 May 2026
"Articles of Association"	the Third Amended and Restated articles of association of the Company adopted on 21 June 2024
"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 (including any sale or transfer of treasury shares out of treasury) with new Shares not exceeding 20% of total number of shares in issue of the Company (excluding treasury shares, if any) as at the date of passing the relevant resolution for approving the issue mandate

"Latest Practicable Date"	9 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
"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
"Nomination Committee"	nomination committee of the Company
"PRC"	the People's Republic of China
"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 (excluding treasury shares, if any) 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$1.0 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
"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

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

Non-executive Directors:
Mr. Zhu Bing

Independent non-executive Directors:
Mr. CHAI Chung Wai
Dr. YANG Jingjin
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

20 April 2026

To the Shareholders,

Dear Sir/Madam,

(1) GENERAL MANDATES TO REPURCHASE SHARES, ISSUE SHARES AND RESELL TREASURY SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong at 2:00 P.M. on Friday, 29 May 2026, 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.

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 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 (excluding treasury shares, if any) at the date of passing of such resolution. The Repurchase Mandate to repurchase Shares will remain in effect until whichever is the earliest of 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 94,500,000 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 will be issued an/or allotted 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 9,450,000 Shares, being 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date.

As at the Latest Practicable Date, the authorised share capital of the Company is HK$1,000,000,000, divided into 1,000,000,000 Shares, of which 94,500,000 Shares are in issue and fully paid.

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 (including any sale or transfer of treasury shares out of treasury) 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 (excluding treasury shares, if any), 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; 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 94,500,000 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 18,900,000 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, the authorised share capital of the Company is HK$1,000,000,000, divided into 1,000,000,000 Shares, of which 94,500,000 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

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

Recommendations to the Board for the proposal for re-election of Mr. XU Jianchun as executive Director, Mr. ZHU Bing as non-executive Director and Ms. HU Zhaohui as independent non-executive Director 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, Mr. ZHU Bing and Ms. HU Zhaohui 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, Mr. ZHU Bing as non-executive Director and Ms. HU Zhaohui as independent non-executive Director is in the interest of the Company and the Shareholders as a whole. Each of Mr. XU Jianchun, Mr. ZHU Bing and Ms. HU Zhaohui 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, Mr. ZHU Bing as non-executive Director and Ms. HU Zhaohui 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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining the entitlement of the holders of Shares to attend and vote at the AGM will be Friday, 29 May 2026. 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 Friday, 22 May 2026.

THE AGM

A notice convening the AGM to be held at Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong at 2:00 P.M. on Friday, 29 May 2026 is set out on pages 16 to 21 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.

RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, and the re-election of retiring 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 (excluding treasury shares, if any) at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 94,500,000 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 9,450,000 Shares being 10% of the total number of Shares in issue (excluding treasury shares, if any) 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 2025, 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**
2025		
April	0.50	0.37
May	0.46	0.34
June	0.48	0.30
July	0.53	0.36
August	0.52	0.40
September	0.47	0.37
October	0.40	0.38
November	0.44	0.22
December	0.37	0.31
2026		
January	0.34	0.27
February	0.43	0.31
March	0.37	0.25
April (up to the Latest Practicable Date)	0.31	0.28

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 shareholding percentage if the Repurchase Mandate is exercised in full
Hong Kong Gaoqi Biological Technology Company Limited	22,047,500	Beneficial owner	23.33%	25.92%
QIU Qi	22,047,500	Corporate interest	23.33%	25.92%
Mr. OU Yafei	14,786,400	Beneficial owner	15.65%	17.39%

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 JIACHUN ("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 the director of Hong Kong Gaoqi Biological Technology Company Limited ("HK Gaoqi"), which holds 24.91% Shares, and the director of Houp Bio-Technology Limited ("HBT Limited"), which holds 9.78% of equity interests in HK Gaoqi. Mr. Xu is interested in HK Gaoqi through his 25.55% direct beneficial interests and 9.78% through HBT Limited. HBT Limited has two classes of shares, namely class A and class B, in which shareholders of class A and class B have 30 votes and 1 vote per share in the shareholders' meeting respectively, and Mr. Xu holds 94.07% class A interests in HBT Limited and Ms. Qiu Qi (邱琪), the spouse of Mr. Xu, holds 5.93% class A interests and 10.74% class B interests in HBT Limited. By virtue of the SFO, Mr. Xu is taken to be interested in all the shares held by Ms. Qiu Qi, so Mr. Xu collectively holds 86.78% of the total voting rights of HBT Limited, and in turn is interested in 9.78% of HK Gaoqi. Accordingly, Mr. Xu is deemed to be interested in approximately 23.33% of the issued the Shares held by HK Gaoqi by virtue of SFO.

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) MR. ZHU BING ("MR. ZHU")

Mr. ZHU, aged 62, graduated from Jiangxi College of Finance and Economics with a major in accounting, and later earned a degree in Economic Management from the Jiangxi Branch of the Central Party School in 1999. He is a Chinese Certified Public Accountant issued by Chinese Institute of Certified Public Accountants (CICPA), Registered Tax Agent issued by China Certified Tax Agents Association and a Certified Public Valuer issued by the China Appraisal Association* (中國資產評估協會).

Mr. ZHU has extensive experience in accounting and financial aspect. Over the course of his career, he has held senior management in various companies. From December 2016 to July 2018, he was the director of Guangxi Yuegui Guangye Holdings Co., Ltd (formerly known as Guangxi Guitang (Group) Co., Ltd), a company whose shares are listed on the Shenzhen Securities Exchange (Stock code: 000833) and subsequently appointed as the vice chairman of Guangxi Yuegui Guangye Holdings Co., Ltd. Co., Ltd.), and during the period from December 2020 to August 2023, he has been appointed as general manager of Guangxi Yuegui Guangye Holdings Co., Ltd.

Mr. ZHU has entered into a letter of appointment with the Company for a term of three years commencing from 16 September 2025. Mr. ZHU is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. ZHU is entitled to an annual director's fee of HK$60,000, which is covered by his appointment letter, and without any discretionary bonus. The remuneration package of Mr. ZHU 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 date of this announcement, (a) Mr. ZHU does not hold any position with the Company or its subsidiaries; (b) Mr. ZHU did not hold any directorship in any listed public companies in Hong Kong or overseas in last three years; (c) Mr. ZHU does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) Mr. ZHU does not have or deemed to have any interest in the shares of the Company, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; and (e) there are no other matters about Mr. ZHU 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) MS. HU ZHAOHUI ("MS. HU")

Ms. HU, aged 58, graduated from Yangtze University (formerly known as Jianghan 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 Jianghan 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.

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 Level 6, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong at 2:00 P.M. on Friday, 29 May 2026 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 2025;

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 Mr. ZHU Bing as non-executive Director;

   c) to re-elect Ms. HU Zhaohui as independent non-executive Director;

   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;

   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 (excluding treasury shares, if any) 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;

(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 (excluding treasury shares, if any) 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

(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 (excluding treasury shares, if any) 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."

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

20 April 2026

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.

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, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date for determining the entitlement of the holders of Shares to attend and vote at the AGM will be Friday, 29 May 2026. 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 Friday, 22 May 2026.

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.