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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

**(1) FURTHER PARTIAL COMPLETION OF THE SUBSCRIPTION OF
NEW SHARES BY A DIRECTOR UNDER SPECIFIC MANDATE;
AND
(2) TERMINATION OF SUBSCRIPTION AGREEMENT B**

References are made to the announcements of Elife Holdings Limited (the “**Company**”) dated 26 October 2018, 15 November 2018, 14 December 2018, 7 January 2019, 31 January 2019, 5 March 2019, 26 April 2019, 21 June 2019, 31 August 2019, 16 January 2020, 15 December 2020 (the “**Partial Completion Announcement**”) and 19 January 2021, the circular of the Company dated 18 December 2018 and the circular of the Company dated 31 May 2019 (the “**Circular**”) in relation to the Subscriptions under the Specific Mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Partial Completion Announcement and the Circular.

**(1) FURTHER PARTIAL COMPLETION OF THE SUBSCRIPTION OF NEW
SHARES BY A DIRECTOR UNDER SPECIFIC MANDATE**

The Company is pleased to announce that further to the Partial Completion on 15 December 2020, the Subscription under the Subscription Agreement B between the Company and Subscriber B (Mr. Gao Feng, the Vice-Chairman of the Board and an executive Director) was further partially completed on 31 March 2021, in which 18,973,404 Shares were allotted and issued to Subscriber B at the Subscription Price of HK\$0.188 each upon receiving part of the cash consideration of HK\$3,567,000 from Subscriber B (the “**Further Partial Completion**”). An aggregate of 130,675,531 Shares (including 111,702,127 Shares which were allotted and issued in the Partial Completion) were therefore allotted and issued to Subscriber B under the Subscription Agreement B.

The net proceeds (after deducting the related expenses) from the Further Partial Completion are approximately HK\$3,500,000, which are intended to be used to satisfy the working capital requirements of the Group, including the working capital to maintain the Group's daily operations and funding for developing the daily consumer goods trading business of the Group.

For illustration purpose only, the table below sets out the shareholding structure of the Company (i) before the Further Partial Completion and (ii) immediately following the Further Partial Completion and as at the date of this announcement:

	Before the Further Partial Completion		Immediately following the Further Partial Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage %</i>	<i>Number of Shares</i>	<i>Approximate shareholding percentage %</i>
Substantial Shareholder				
Ms. Liu Qihua	358,817,000	11.66	358,817,000	11.59
Directors				
Mr. Zhang Xiaobin	95,651,489	3.11	95,651,489	3.09
Mr. Gao Feng	232,784,127	7.56	251,757,531	8.13
Mr. Chiu Sui Keung	28,271,000	0.92	28,271,000	0.91
Mr. Cheng Wing Keung, Raymond	2,041,000	0.07	2,041,000	0.07
Mr. Lam Williamson	2,181,000	0.07	2,181,000	0.07
Mr. Wong Hoi Kuen	2,181,000	0.07	2,181,000	0.07
Mr. Lam Lee G.	1,000,000	0.03	1,000,000	0.03
Other directors of the subsidiaries of the Company	42,404,000	1.38	42,404,000	1.37
Public				
Public Shareholders	<u>2,312,339,542</u>	<u>75.13</u>	<u>2,312,339,542</u>	<u>74.67</u>
Total:	<u><u>3,077,670,158</u></u>	<u><u>100.00</u></u>	<u><u>3,096,643,562</u></u>	<u><u>100.00</u></u>

(2) **TERMINATION OF SUBSCRIPTION AGREEMENT B**

The Subscription Price of HK\$0.188 was agreed upon between the Company and Subscriber B pursuant to the Third Supplemental Agreement B dated 26 April 2019, which is around two years ago. The market prices of the Shares have been on a downward trend since then and trading below HK\$0.100 for most of the time. The Subscription Price of HK\$0.188 represents more than 200% premium over the recent market prices of the Shares. Despite the weak market conditions and poor performances of the Share prices, Subscriber B has not requested for an adjustment to the Subscription Price. Instead, he settled more than 60% of the subscription amount agreed under the Subscription Agreement B and proceeded to the Partial Completion and the Further Partial Completion in December 2020 and March 2021, respectively, which in turn reflected Subscriber B's confidence and commitment towards the long-term and sustainable growth of the Group.

On the other hand, with the combined effect of the implementation of a series of cost control measures starting from the first quarter of 2020 and the expansion of the Group's business into cleaning and sanitizing products in the second half of 2020, the Group not only retained more cash as a result of the cost control measures but the cleaning and sanitizing business has been generating stable income for fulfilling the Group's working capital. Therefore, the Group currently has adequate working capital for its daily operations without Subscriber B's provision of the outstanding subscription amount of approximately HK\$15.4 million under the Subscription Agreement B.

Taking into account the aforesaid and after arm's length negotiations between the Company and Subscriber B, on 31 March 2021, the parties entered into a termination agreement (the "**Termination Agreement**"), pursuant to which they agreed to terminate the Subscription Agreement B with effect from the date thereof. Pursuant to the Termination Agreement, the parties to the Subscription Agreement B decided not to proceed further with the Subscription under the Subscription Agreement B and all parties thereto shall be released and discharged from their respective obligations from the Subscription Agreement B, and will not proceed with the completion of the Subscription in relation to the outstanding subscription amount of approximately HK\$15.4 million by Subscriber B. The Company sought legal advice on the feasibility of bringing legal action against Subscriber B in respect of the delay in completion under the Subscription Agreement B and was advised that unless the Company can quantify the damages it suffered as a result of the delay in completion under the Subscription Agreement B, the chance of success is slim. The Company will take further legal advice as to the next step to be taken.

To show his commitment to continue providing financial support to the Group, Subscriber B has undertaken in the Termination Agreement that in the event the Group does not have adequate working capital during the period between the date of the Termination Agreement and 31 July 2022, he will provide the Group with financial assistance and/or seek other financing source to fulfill the required working capital needs of the Group. Should he fail doing so, the Company shall reserve the right to claim Subscriber B for any damages and loss resulting from breach of the aforesaid undertaking. The parties agreed that they will further discuss and enter into additional document containing detailed terms of the said undertaking including but not limited to the expiry date of the undertaking and the amount of liquidated damages payable by Subscriber B to the Company for breach of undertaking.

Based on the aforesaid, the Board considers that the termination of the Subscription Agreement B will not have any material adverse impact on the business, operation and financial position of the Company.

By order of the Board
Elife Holdings Limited
Zhang Xiaobin
Chairman

Hong Kong, 31 March 2021

As at the date of this announcement, the executive Directors are Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung, and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G.