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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 223)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of the shareholders of Elife Holdings Limited (the “Company”) will be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong, on Thursday, 29 September 2022 at 11:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the audited consolidated financial statements and the reports of the Directors and the auditor for the financial year ended 31 March 2022.
2. To re-elect the retiring Directors, each as separate resolution, and authorise the Board to fix the respective remuneration of the Directors:
  - (a) to re-elect Mr. Lam Williamson as an independent non-executive Director;
  - (b) to re-elect Mr. Wong Hoi Kuen as an independent non-executive Director;
  - (c) to re-elect Mr. Cheng Wing Keung, Raymond as an independent non-executive Director; and
  - (d) to authorise the Board to fix the Directors’ remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditor and authorise the Board to fix their remuneration for the year ending 31 March 2023.

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(a) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of shares of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution: **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;

- (b) 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 or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

(b) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (the “**SFC**”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company which are authorised to be purchased pursuant to the approval granted in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;

(b) 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 or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(c) **“THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(a) and 4(b) of the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(a) of the notice convening the AGM be and is hereby extended by the addition thereto the total number of issued shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(b) above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

#### **SPECIAL RESOLUTION**

5. To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT** the proposed amendments to the existing articles of association of the Company (the **“Proposed Amendments”**) as set out in the circular of the Company dated 29 August 2022 be approved, and the amended and restated articles of association of the Company (the **“New Articles”**) in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles.”

By Order of the Board  
**Elife Holdings Limited**  
**Chow Chi Fai**  
*Company Secretary*

Hong Kong, 29 August 2022

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting thereof.
- (b) In relation to the proposed resolution numbered 2 above, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond will retire from their offices as Directors at the AGM and, being eligible, they will offer themselves for re-election. Particulars of the retiring Directors to be offered for re-election are set out in Appendix II to the Circular.
- (c) In relation to the proposed resolutions numbered 4(a) to 4(c) above, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any existing shares of the Company.
- (d) In relation to the proposed resolution numbered 4(b) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules are set out in Appendix I to this Circular.
- (e) As at the date of this notice, the Board comprised seven Directors, of which Mr. Zhang Xiaobin, Mr. Gao Feng and Mr. Chiu Sui Keung are executive Directors and Mr. Cheng Wing Keung, Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G. are independent non-executive Directors.
- (f) The register of members of the Company will be closed from Friday, 23 September 2022 to Thursday, 29 September 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 22 September 2022.

In view of the ongoing 2019 novel coronavirus (“**COVID-19**”) situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the AGM:

- All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the AGM venue
- Compulsory wearing of surgical face masks by attendees inside the AGM venue at all times, and to maintain a safe distance between seats
- Any person who has a fever will not be permitted to attend the AGM
- Any person who is subject to the Hong Kong Government’s prescribed quarantine requirement, or has any flu-like symptoms, or has travelled outside of Hong Kong within 21 days immediately before the AGM (“**recent travel history**”) unless exempted by the authorities of the Hong Kong Government (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), or has close contact with any person under quarantine or with recent travel history, will be denied entry into the AGM venue or be required to promptly leave the AGM venue
- All Shareholders, proxies and other attendees entering the AGM venue must scan the “LeaveHomeSafe” venue QR code using the “LeaveHomeSafe” mobile application and complying with the vaccination requirements of the Vaccine Pass announced by the Hong Kong Government (by presenting valid vaccination/medical exemption/recovery record, as applicable) upon entering the AGM venue. For Vaccine Pass vaccination requirements and implementation arrangements, please refer to the “COVID-19 Thematic Website” (<https://www.coronavirus.gov.hk>)
- No refreshments will be served at the AGM and there will be no corporate gifts

The Shareholders who are feeling unwell or have been placed on leave of absence on the date of the AGM are advised not to attend the AGM.

Although webcast, teleconferencing or videoconferencing of the AGM will not be made available, the Shareholders who prefer not to attend or are restricted from attending the AGM, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of COVID-19.

The AGM will commence sharply at 11:00 a.m., and the Shareholders are encouraged to arrive at the AGM venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.