

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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

(Stock Code: 223)

- (1) APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (2) RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR;**
- (3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (4) COMPLIANCE WITH THE REQUIREMENTS OF RULE 3.10A OF THE LISTING RULES;**
- (5) RESIGNATION OF COMPANY SECRETARY; AND**
- (6) CONTINUED SUSPENSION OF TRADING**

The Board is pleased to announce that a Board meeting was convened on 23 December 2024, at which, among others, the following resolutions relating to the appointments to the Board were considered and passed, with effect from 24 December 2024:

- (1) Mr. Chan Wai Cheong has been appointed as an executive Director;
- (2) Ms. Chen Xinqiong, a non-executive Director, has been re-designated as an executive Director; and
- (3) Mr. Chou Chiu Ho, Mr. Cho Ka Wing, Ms. Chan Lok Yin and Mr. Ma Kin Ling have been appointed as an independent non-executive Director.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Elife Holdings Limited (the “**Company**”) hereby is pleased to announce a Board meeting was convened on 23 December 2024, at which, among others, Mr. Chan Wai Cheong (“**Mr. Chan**”) has been appointed as an executive Director with effect from 24 December 2024.

The biographical details of Mr. Chan are set out below:

### **Biographical details of Mr. Chan**

Mr. Chan, aged 57, has been a partner at China Strategic Capital Limited since December 2008.

Mr. Chan has more than 32 years of experience in investment and fund management. From July 2003 to March 2008, he served as an executive director at Shenzhen Tiger Private Equity Fund. From February 1998 to March 2002, he acted as a deputy general manager at the investment department of Wuhua Group Company Limited. He was a fund manager at China Eastern Airlines Shengyue Investment Fund from October 1995 to June 1997 and a treasury manager at Orient Overseas Limited from April 1992 to March 1994.

Mr. Chan obtained a bachelor of science from the University of Hong Kong in December 1989 and a master of business administration from the University of Nottingham, the United Kingdom in December 1990.

Mr. Chan has agreed to enter into a service contract with the Company for the term of appointment of 3 years commencing from 24 December 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”). Mr. Chan will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the Articles of Association.

Save as disclosed above, as at the date of this announcement, Mr. Chan (i) did not hold any position with the Company or any of its subsidiaries; (ii) did not hold any directorships in listed public companies in the last 3 years; and (iii) is not related to any Director, senior management or substantial or controlling Shareholder (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) of the Company.

As at the date of this announcement, Mr. Chan does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Chan has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its warm welcome to Mr. Chan in joining the Board.

## **RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR**

The Board hereby also announces that Ms. Chen Xinqiong (“**Ms. Chen**”), a non-executive Director, has been re-designated as executive Director with effect from 24 December 2024.

The biographical details of Ms. Chen are set out below:

### **Biographical details of Ms. Chen**

Ms. Chen, aged 32 acts as compliance officer of China Innovation Investment Limited (Stock Code: 1217), which is a substantial shareholder of the Company and is listed on the Main Board of the Stock Exchange. Ms. Chen became the non-executive Director with effect from 1 October 2024.

Ms. Chen has experience in corporate legal affairs and corporate governance. Ms. Chen obtained bachelor’s degree in law from Sun Yat-sen University in 2013 and earned master’s degree in law from The Chinese University of Hong Kong in 2015. She is passionate about charitable activities and voluntary services, and served as compliance officer for China Technology Education Trust Association that is a charitable institution in Hong Kong, office-bearer of Sun Yat-Sen University United Alumni Association (Hong Kong) on a pro bono basis and member of the 12th Hunan Youth Federation.

Ms. Chen has entered into a service contract with the Company for the term of appointment of 3 years commencing on 1 October 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Chen will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Chen (i) did not hold any position with the Company or any of its subsidiaries; (ii) did not hold any directorships in listed public companies in the last 3 years; and (iii) is not related to any Director, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Ms. Chen does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Ms. Chen has confirmed that there is no other information relating to her appointment which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board hereby also announces that Mr. Chou Chiu Ho (“**Mr. Chou**”), Mr. Cho Ka Wing (“**Mr. Cho**”), Ms. Chan Lok Yin (“**Ms. Chan**”) and Mr. Ma Kin Ling (“**Mr. Ma**”) have been appointed as independent non-executive Director with effect from 24 December 2024.

The biographical details of Mr. Chou, Mr. Cho, Ms. Chan and Mr. Ma are set out below:

##### **Biographical details of Mr. Chou**

Mr. Chou, aged 44, has been the company secretary and financial controller of Prime Intelligence Solutions Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8379), since November 2015 and is responsible for overseeing its financial reporting, financial planning, financial control and company secretarial matters. He first joined as the company secretary of Solution Expert Technology Limited in September 2015 and was subsequently promoted as the company secretary and financial controller in November 2016.

Mr. Chou has over 20 years of experience in accounting and auditing. Mr. Chou worked in an accounting firm from September 2003 to January 2006, with his last position being semi-senior auditor. He then joined PricewaterhouseCoopers from January 2006 to December 2010. From January 2011 to March 2012, Mr. Chou worked as the head of corporate services of Beijing Sports and Entertainment Industry Group Limited (formerly known as ASR Logistics Holdings Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1803). Since April 2013, Mr. Chou has been working as the financial controller and company secretary of Millennium Pacific Group Holdings Limited (“**MP Group**”), the shares of which are listed on GEM of the Stock Exchange (stock code: 8147). Mr. Chou resigned as the financial controller and the company secretary of MP Group in September 2014 and March 2017 respectively and has been re-appointed as the company secretary and the authorised representative on 1 April 2024. Mr. Chou also served as the chief financial officer of HF Financial Group Limited and subsequently transferred to HF Management (China) Limited from January 2015 to July 2016. Mr. Chou has been the director of Archon Prime Strategic (Group) Limited since April 2013. Mr. Chou has been an executive director and the authorised representative of Xinming China Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2699) on 5 February 2020 and re-designated as a non-executive director on 1 May 2020. Mr. Chou resigned as a non-executive director and the authorised representative of Xinming China Holdings Limited on 18 November 2021 and 25 November 2021 respectively. Mr. Chou is also the company secretary of Momentum Financial Holdings Limited, the shares of which are listed on Main Board of the Stock Exchange (stock code: 1152) on 30 April 2024, an independent non-executive director of Singasia Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8293) on 8 March 2024, an independent non-executive director of King Stone Energy Group Limited, the shares of which are listed on the Stock Exchange (stock code: 663) on 22 April 2024 and an independent director of Junee Limited, the shares of which are listed on on NASDAQ (Nasdaq: JUNE) on 1 April 2024.

Mr. Chou obtained a bachelor of arts degree in accountancy from the Hong Kong Polytechnic University in November 2003. Mr. Chou was admitted as a member of the Hong Kong Institute of Certified Public Accountant in November 2011. He was also admitted as a member of the Association of Chartered Certified Accountants in November 2010 and subsequently a fellow member in November 2015.

Save as disclosed above, Mr. Chou has confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Chou has entered into a service contract with the Company for the term of appointment of 3 years commencing from 24 December 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Chou will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Chou did not hold any position with the Company or any of its subsidiaries, nor any directorships in listed public companies in the last 3 years. Mr. Chou is not related to any Director, senior management or substantial or controlling shareholder (as defined in Listing Rules) of the Company.

As at the date of this announcement, Mr. Chou does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chou has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

#### **Biographical details of Mr. Cho**

Mr. Cho (formerly known as Cho Yu Kwan Stephen), aged 63 has a financial background and worked for a long time in the financial and securities sector. He obtained a master's degree from Shanghai Jiao Tong University, China and stayed in the university after graduation in a teaching position.

Mr. Cho once served as the position of the trader of Shanghai Wanguo Securities Company Limited, now known as Shenyin & Wanguo Securities Company Limited, senior fund manager at China Insurance Group Asset Management Company, the vice president of HK Wen Wei Po Daily Management College, a managing director at Prime China Securities limited, the vice chief executive officer at Freeman FinTech Corporation Limited (now known as Arta TechFin Corporation Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 279). From 3 October 2022 to 10 February 2023, Mr. Cho served as an independent non-executive director of Mobile Internet (China) Holdings Limited, the shares of which were listed on the Main Board of the Stock Exchange (stock code: 1439) until 14 August 2024.

Save as disclosed above, Mr. Cho has confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Cho has entered into a service contract with the Company for the term of appointment of 3 years commencing from 24 December 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Cho will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Cho did not hold any position with the Company or any of its subsidiaries, nor any directorships in listed public companies in the last 3 years. Mr. Cho is not related to any Director, senior management or substantial or controlling shareholder (as defined in Listing Rules) of the Company.

As at the date of this announcement, Mr. Cho does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cho has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

### **Biographical details of Ms. Chan**

Ms. Chan, aged 39, obtained a Bachelor's Degree of Accounting from the Edinburgh Napier University in the United Kingdom in 2008. She became a member of The Hong Kong Institute of Certified Public Accountants in July 2011, and an associate of The Chartered Governance Institute in September 2015.

Ms. Chan has been acting as the company secretary of World Super Holdings Limited ("**World Super**"), the shares of which are listed on GEM of the Stock Exchange (stock code: 8612), since 2 May 2023. Ms. Chan is also currently, holding the position as the director in two subsidiaries of World Super, namely Success Dragon Holdings Limited and World Super Capital Limited respectively. Ms. Chan is also acting as the company secretary of AMCO United Holding Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 630) since January 2023.

Ms. Chan has accumulated over 10 years of auditing, accounting, corporate governance and company secretarial experience. Prior to joining World Super, she worked for a number of listed companies in Hong Kong, taking the positions of financial controller and/or company secretary. For the period from April 2008 to December 2011, Ms. Chan served in various audit firms in Hong Kong with her last position as an accountant. Ms. Chan joined GSN Corporations Limited (formerly known as Megalogic Technology Holdings Limited, later known as New Western Group Limited and last known as GSN Corporations Limited (a listed public company in Hong Kong which was delisted on 4 May 2022)) ("**GSN**") in April 2012. She first served as assistant to finance director and company secretary. During the periods from April 2014 to April 2016, October 2014 to April 2016, and August 2019 to December 2021, she was the joint company secretary and authorised representative of the GSN. At GSN, Ms. Chan was responsible for accounting and financial management, and company secretarial matters. Ms. Chan was also the company secretary of Pak Tak International Limited (stock code: 2668) during the period from August 2015 to April 2017, CHYY Development Group Limited (stock code: 8128) during the period from August 2022 to December 2022 and China Supply Chain Holdings Limited (stock code: 3708) during the period from October 2022 to June 2023.

Save as disclosed above, Ms. Chan has confirmed that (i) she met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Ms. Chan has entered into a service contract with the Company for the term of appointment of 3 years commencing from 24 December 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Ms. Chan will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Chan did not hold any position with the Company or any of its subsidiaries, nor any directorships in listed public companies in the last 3 years. Ms. Chan is not related to any Director, senior management or substantial or controlling shareholder (as defined in Listing Rules) of the Company.

As at the date of this announcement, Ms. Chan does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Chan has confirmed that there is no other information relating to her appointment which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

#### **Biographical details of Mr. Ma**

Mr. Ma, aged 42, has over 17 years of experience in the accounting and financial industry. He is a chief financial officer and company secretary of China Zenith Chemical Group Limited (formerly known as Xinyang Maojian Group Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 362), since May 2016. He is an independent non-executive director of Suncorp Technologies Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1063) since September 2018. Since July 2023, Mr. Ma also served as an independent non-executive director of Wenye Group Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 1802).

From May 2019 to July 2024, Mr. Ma was an independent non-executive director of Wisdom Wealth Resources Investment Holding Group Limited (formerly known as Hong Kong Finance Investment Holding Group Limited), the shares of which are listed on the Stock Exchange (stock code: 007). From May 2007 to April 2016, Mr. Ma worked as an assistant manager at RSM Hong Kong.

He obtained a Bachelor degree of Business Administration (Honours) in Accountancy and Law from City University of Hong Kong. Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Ma has confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Ma has entered into a service contract with the Company for the term of appointment of 3 years commencing from 24 December 2024 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Ma will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 86(3) of the articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Ma did not hold any position with the Company or any of its subsidiaries, nor any directorships in listed public companies in the last 3 years. Mr. Ma is not related to any Director, senior management or substantial or controlling shareholder (as defined in Listing Rules) of the Company.

As at the date of this announcement, Mr. Ma does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ma has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or matter needed to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its warm welcome to Mr. Chou, Mr. Cho, Ms. Chan and Mr. Ma in joining the Board.

## **COMPLIANCE WITH THE REQUIREMENTS OF RULE 3.10A OF THE LISTING RULES**

Following the appointments of Mr. Chan as an executive Director and Mr. Chou, Mr. Cho, Ms. Chan and Mr. Ma as the independent non-executive Directors, the Board has a total of 16 directors, out of which 6 are independent non-executive Directors. As such, the Company is in compliance with Rule 3.10A of the Listing Rules, which stipulates that the number of independent non-executive directors shall represent at least one-third of the Board members.

## **RESIGNATION OF COMPANY SECRETARY**

Mr. Wong Kwok Kuen, had resigned the position of Company Secretary of the Company with effect from 23 December 2024. He had confirmed that there was no disagreement with the board and there was no other issue in relation to his resignation that need to inform the shareholder of the Company and the Hong Kong Stock Exchange. The company is in the process of arranging suitable candidates.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 2 December 2024 and will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Elife Holdings Limited**  
**Xiang Xin**  
*Chairman and Executive Director*

Hong Kong, 23 December 2024

*As at the date of this announcement, the Board comprises (i) Mr. Xiang Xin, Mr. Qiu Bin, Ms. Chen Xinqiong, Mr. Chan Wai Cheong, Ms. Qin Jiali (duties suspended) and Mr. Zhao Zhenzhong (duties suspended) as the executive Directors; (ii) Mr. Chiu Sui Keung, Mr. Zhang Shaoyan and Mr. Guo Wei as the non-executive Directors; and (iii) Mr. Lam Williamson, Mr. Wong Tsz Fung, Mr. Moy Yee Wo, Matthew, Mr. Chou Chiu Ho, Mr. Cho Ka Wing, Ms. Chan Lok Yin and Mr. Ma Kin Ling as the independent non-executive Directors.*