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易生活控股有限公司
Elife Holdings Limited

(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 Friday, 30 January 2026 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited consolidated financial statements and the reports of the directors (the "**Director(s)**") of the Company and the auditor for the financial year ended 31 March 2025.

2. To re-elect the retiring Directors, each as separate resolution, and authorise the board (the "**Board**") of the Directors to fix the respective remuneration of the Directors:

   (a) to re-elect Mr. Zhao Zhenzhong as an executive Director;

   (b) to re-elect Ms. Qin Jiali as an executive Director;

   (c) to re-elect Mr. Guo Wei as an executive Director;

   (d) to re-elect Ms. Tan Xin as an executive Director;

   (e) to re-elect Mr. Zhang Zhilin as an executive Director; and

   (f) 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 2026.

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

4. "**THAT**:

(a) the rules of the new share scheme of the Company (the "**New Share Scheme**") (a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the AGM for identification purpose) be and are hereby approved and adopted, and the Directors be and are hereby authorised, (i) to grant share options and share awards in accordance with the rules of the New Share Scheme; (ii) to allot, issue, and deal with from time to time such number of award shares as may be required to be issued pursuant to the exercise of the options and awards under the New Share Scheme; (iii) to purchase and deal with such number of Shares from the open market as may be required pursuant to the grant or exercise of options and awards under the New Share Scheme; (iv) to administer the New Share Scheme; (v) to appoint and give instructions to one or more trustee(s) for the purpose of the New Share Scheme; (vi) to modify and/or amend the New Share Scheme from time to time provided that such modification or amendment is effected in accordance with the terms of the New Share Scheme and subject to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"); and (vii) to do such acts and things and enter into such transactions, arrangements and agreements as the Directors may in their sole discretion consider necessary, desirable or expedient in order to give full effect to and implement the New Share Scheme;

(b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Scheme and any other share schemes of the Company as may from time to time be adopted by the Company shall not exceed such number of Shares as equals 10 per cent. of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution; and

(c) conditional upon the New Share Scheme becoming effective, the existing share award scheme adopted by the Company on 27 June 2017, which was amended pursuant to the resolution passed by the shareholders of the Company (the "**Shareholders**") at the annual general meeting held on 23 September 2021 (the "**2021 AGM**") and the existing share option scheme conditionally approved and adopted by the Company pursuant to the resolution passed by the Shareholders at the 2021 AGM (collectively, the "**Existing Share Schemes**") be and are hereby terminated with effect from the adoption of the New Share Scheme (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Schemes prior to the date of the passing of this resolution)."

5. "**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 (excluding treasury shares, if any), 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)."

6. "**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 (excluding treasury shares, if any), 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."

7. "**THAT**:

conditional upon the passing of the resolutions set out in paragraphs 5 and 6 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 5 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 6 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 (excluding treasury shares, if any)."

SPECIAL RESOLUTION

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

"**THAT**

the amended and restated memorandum of association and the second amended and restated articles of association of the Company (the "**New M&A**"), a copy of which are set forth in Appendix III to the circular of the Company dated 9 January 2026 (the "**Circular**") and has been produced to this meeting marked "B" for identification purpose and signed by the chairman of the AGM, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and amended and restated articles of association of the Company with immediate effect upon the approval by the shareholders of the Company at the AGM and that any Director be and is hereby authorised to do all such acts and things and execute all such documents and (where required) under seal of the Company as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the adoption of the New M&A and to attend to any necessary registration and/or filing for and on behalf of the Company."

By Order of the Board
Elife Holdings Limited
Zhao Zhenzhong
Executive Director

Hong Kong, 9 January 2026

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 Investor Services Limited at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (https://evoting.vistra.com/) 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. Zhao Zhenzhong, Mr. Guo Wei, Ms. Qin Jiali, Ms. Tan Xin and Mr. Zhang Zhilin 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 I to the Circular.

(c) As at the date of this notice, the Board comprised eight Directors, of which Mr. Zhao Zhenzhong, Mr. Guo Wei, Ms. Qin Jiali, Ms. Tan Xin and Mr. Zhang Zhilin are executive Directors and Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris are independent non-executive Directors.

(d) The register of members of the Company will be closed from Tuesday, 27 January 2026 to Friday, 30 January 2026 (both days inclusive), during which period no transfer of the shares of the Company will be effected. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 26 January 2026.

(e) If Typhoon Signal No. 8 or above, "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 of the Company, the Company will post an announcement on the websites of the Company at http://www.elife.com.hk and the Stock Exchange at http://www.hkexnews.hk to notify members of any updates.