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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Sino-Life Group Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 22 November 2021 at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong for considering and if thought fit, to approve the following resolutions, with or without amendments, as ordinary resolutions of the Company. Capitalised terms used herein without definition have the same meanings as in the circular issued by the Company on 29 October 2021 (the “**Circular**”), unless the context otherwise requires:

ORDINARY RESOLUTIONS

1. “**THAT** the Capital Increase Agreement entered into by Zhongke Xunda, Nanyue CB and Zhongke Zhenhui and the transactions contemplated thereunder as describe in the Circular (a copy of which is marked “A” and initialed by the chairman of the meeting for the purpose of identification), be and are hereby approved, confirmed and ratified; and

any one Director be and is hereby authorised to do such acts and deeds in his sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Capital Increase Agreement and the transactions contemplated thereunder.”

2. “**THAT** the JV Agreement entered into by Zhongke Zhenhui and the JV Partner and the transactions contemplated thereunder as describe in the Circular (a copy of which is marked “B” and initialed by the chairman of the meeting for the purpose of identification), be and are hereby approved, confirmed and ratified; and

any one Director be and is hereby authorised to do such acts and deeds in his sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the JV Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 29 October 2021

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:

Unit 601, 6/F., Ovest
77 Wing Lok Street
Sheung Wan, Hong Kong

Notes:

1. Precautionary measures for EGM

Please refer to the cover of this circular for the measures being taken to prevent and control the spread of the COVID-19 at the EGM, including but not limited to:

- (i) compulsory body temperature checks and health declarations;
- (ii) mandatory wearing of a surgical face mask for each attendee; and
- (iii) no distribution of corporate gift or refreshment.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

2. The above resolutions will be put to vote at the EGM by way of poll.

3. Any Shareholder entitled to attend and vote at the EGM or its any adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum and articles of association of the Company. A proxy need not be a Shareholder but must be present in person at the EGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.

4. A form of proxy for use in connection with the EGM is enclosed. Whether or not you intend to attend and vote at the EGM in person, you are encouraged to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Shareholder from attending in person and voting at the EGM or its any adjournment should he/she/it so wish.

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.

5. In order to be valid, the form of proxy must be deposited 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, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting.
6. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the EGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
7. For determining the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Wednesday, 17 November 2021 to Monday, 22 November 2021, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all share 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 November 2021.
8. If typhoon signal no. 8 or above, 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 EGM, the EGM will be postponed. The Company will post an announcement on The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk and the Company's website at www.sinolifegroup.com to notify Shareholders of the date, time and place of the rescheduled EGM.
9. Due to the constant COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. The Shareholders should check the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) or the Company's website (www.sinolifegroup.hk) for any future announcements and updates on the EGM arrangements.

As at the date this notice, the Board comprises Mr. XU Jianchun, Mr. LIU Tien-Tsai and Dr. XU Qiang being executive Directors; and Mr. CHAI Chung Wai, Mr. SUN Fei, and Mr. WANG Jun being independent non-executive Directors.

This notice, for which the Directors 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 notice 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 notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for 7 days from the date of its posting. This notice will also be posted on the Company’s website at <http://www.sinolifegroup.com>.