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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)

**PROPOSED AMENDMENTS TO THE EXISTING AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Sino-Life Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to the proposed amendments to the existing second amended and restated memorandum and articles of association of Company (the “**M&A**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the M&A for the purposes of, among others, (i) updating and bringing the M&A in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which took effect from 31 December 2023; and (ii) better aligning the amendments of the M&A with the applicable laws of the Cayman Islands (collectively, the “**Proposed Amendments**”). For the purposes of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum and articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of the M&A in their entirety (the “**New M&A**”).

The Proposed Amendments and adoption of the New M&A shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 21 June 2024 (the “AGM”), and the New M&A shall become effective upon the passing of such special resolution at the AGM. A supplemental circular containing, among others, details of the Proposed Amendments and adoption of the New M&A and a supplemental notice of the AGM will be issued by the Company in due course.

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

Hong Kong, 27 March 2024

As at the date hereof, the Board comprises Mr. XU Jianchun and Mr. LIU Tien-Tsai being executive Directors; and Mr. CHAI Chung Wai, Dr. YANG Jingjing and Ms. HU Zhaohui being independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Informations” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at <http://www.sinolifegroup.com>.