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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

**(1) UPDATE ON REQUISITION
FOR AN EXTRAORDINARY GENERAL MEETING
TO REMOVE AND APPOINT DIRECTORS
(2) UPDATES ON LATEST BUSINESS DEVELOPMENT AND
FINANCIAL POSITION
(3) UPDATE ON DISPOSAL OF ADMIRAL GLORY GROUP**

**(1) UPDATE ON REQUISITION FOR AN EXTRAORDINARY GENERAL
MEETING TO REMOVE AND APPOINT DIRECTORS**

Reference is made to the announcement (the “**Announcement**”) of Elife Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 21 August 2024 in relation to the requisition from four individuals who claimed to be shareholders of the Company and requested the Board to call for an extraordinary general meeting to remove and appoint directors of the Company.

Unless defined otherwise herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to inform the shareholders of the Company that, pursuant to Article 58 of the Articles, “... Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition....”, and the term “Member” is defined in the Articles as “a duly registered holder from time to time of the shares in the capital of the Company”.

Based on the Company's register of members *as at the date of the deposit of the Purported Requisition*, that is, 20 August 2024, each of four requisitioning individuals, namely Ms. Liu Qihua (劉秋華), Mr. Wang Haoyu (王浩宇), Mr. Zhu Zhengang (朱振剛) and Mr. Mao Zuokui (毛作奎) (collectively, the “**Requisitionists**”), did not appear as *registered holders* on the Company's register of members. After consultation with the Company's lawyer, the Board has concluded that, contrary to the position stated in the Purported Requisition, the Requisitionists are not members of record holding, as of the date of the deposit of the Purported Requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company on a one vote per share basis. Therefore, the Purported Requisition issued by the Requisitioning Shareholders is invalid.

The Company will not convene an extraordinary general meeting pursuant to the Purported Requisition. If any extraordinary general meeting is purported to be convened further to the Purported Requisition, any notice given to shareholders of the Company and any extraordinary general meeting held in respect thereof, will be invalid.

(2) UPDATES ON LATEST BUSINESS DEVELOPMENT AND FINANCIAL POSITION

The Company would like to provide shareholders and potential investors of the Company with an update on the latest business development and financial position of the Group.

Proposed Development of Artificial Intelligence Based Services Business

The Group has been seeking acquisition and cooperation opportunities with companies or businesses that can create synergies with its existing operations. Recently, the Group has been in negotiations with a recognized expert in artificial intelligence (AI) and software development, who is an independent third party, to establish a joint venture group focused on the research, development and provision of AI-based services in Hong Kong and the PRC.

The joint venture group aims to provide a broad range of services to enterprises using AI technology, covering financial analysis, business and legal document generation, legal consultation, talent information management and recruitment, digital marketing with virtual human, etc. These business directions fully leverage the advantages of AI technology, aiming to provide the Group's existing and future customers with comprehensive, efficient and intelligent services, helping them achieve digital transformation and business growth.

The Group's current financial position

Furthermore, the Company announces that the net proceeds of approximately HK\$19.38 million from the rights issue completed in February 2024 have been fully utilized as planned. As at the date of this announcement, the Group's available cash and bank balances are insufficient to meet the current business and working capital requirements. In response to the Group's funding needs, the Company's management has reached out to a brokerage firm to explore potential fundraising opportunities and the firm has agreed to assist in locating prospective investors.

Impact of the Purported Requisition

However, since the Announcement regarding the Purported Requisition was issued on 21 August 2024, negotiations relating to the development of AI-based services and the fundraising proposals have come to a halt. The potential joint venture partner and the brokerage firm have expressed concerns that if the Purposed Requisition is pursued and all existing executive Directors are removed as requested by the Requisitionists, it may disrupt the Group's management and affect the Group's stability and ability to carry out its regular business activities. The brokerage firm further noted that, given the current weak market conditions, the Purposed Requisition has made it more difficult to attract investors for the Company's fundraising efforts, and suggested that the Company should consider postponing these efforts until the situation is resolved.

The Company will continue to explore solutions and will issue further announcement(s) as necessary.

(3) UPDATE ON DISPOSAL OF ADMIRAL GLORY GROUP

Reference is made to the annual report of the Company for the year ended 31 March 2024 (the "**2023/24 Annual Report**").

Background

As disclosed in the 2023/24 Annual Report, on 30 March 2024, the Company (as vendor) entered into a share transfer agreement with Mr. Chan Wing Hong ("**Mr. Chan**") (as purchaser) whereby the Company agreed to transfer to Mr. Chan 512 shares (representing 51.2% of the total number of issued shares) of Admiral Glory Global Limited ("**Admiral Glory**", together with its subsidiaries, "**Admiral Glory Group**") at a consideration of HK\$22,000 (the "**Disposal**").

Admiral Glory Group was engaged in provision of esmart digital services in the People's Republic of China before the Group's discontinuation of this business segment during the year ended 31 March 2024.

Since none of the applicable percentage ratios under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in respect of the Disposal exceeded 5%, the Disposal did not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Additionally, though Mr. Chan is a connected person of the Company at the subsidiary level, the Disposal was a de minimis transaction under Rule 14A.76(1)(c) of the Listing Rules, exempting the Company from complying with all requirements under Chapter 14A of the Listing Rules.

Completion of the Disposal

Completion of the Disposal took place on 28 June 2024. Following that date onwards, the companies within the Admiral Glory Group ceased to be subsidiaries of the Company and their financial results were no longer consolidated into the Group’s consolidated financial statements.

Possible Financial Effect of the Disposal

The Group is expected to record an unaudited net loss of approximately HK\$40.5 million as a result of the Disposal, which is calculated with reference to (i) the consideration for the Disposal, (ii) the unaudited consolidated net liabilities of Admiral Glory Group, (iii) the non-controlling interests of Admiral Glory Group; and (iv) the losses on waiver of loans to Admiral Glory Group as at the date of completion of the Disposal.

The above figure is for illustrative purpose only. The actual loss in connection with the Disposal to be recognized by the Group will be subject to the review and final audit by the auditors of the Company.

Reasons and Benefits of the Disposal

Admiral Glory Group ceased operations since 2021 and had been loss-making. As at 31 March 2024, Admiral Glory Group’s consolidated net liabilities had reached approximately HK\$95.84 million. Given these circumstances, the Group believed that the chances of recovering its investment and loans to Admiral Glory Group were very low. Consequently, the Group decided to dispose of its interest in Admiral Glory Group to discontinue its non-core business and avoid further losses.

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

Hong Kong, 30 August 2024

As at the date of this announcement, the executive Directors are Mr. Chiu Sui Keung, Mr. Zhang Shaoyan, Ms. Qin Jiali, Mr. Zhao Zhenzhong and Mr. Guo Wei, and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson and Mr. Wong Hoi Kuen.