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(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 Monday, 30 September 2024 at 11:00 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 2024.
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 Mr. Guo Wei as an executive Director;
 - (c) to re-elect Mr. Wong Hoi Kuen as an independent non-executive Director;
 - (d) to re-elect Mr. Cheng Wing Keung, Raymond as an independent non-executive Director; and
 - (e) 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 2025.

SPECIAL RESOLUTION

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

“THAT

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing memorandum of association and amended and restated articles of association of the Company (the **“Existing M&A”**), the details of which are set forth in Appendix I to the circular of the Company dated 6 September 2024 (the **“Circular”**), be and are hereby approved;
- (b) the amended and restated memorandum of association and second amended and restated articles of association of the Company (the **“New M&A”**) (a copy of which is tabled at the meeting and marked “B” for identification purpose), be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing M&A with immediate effect (the **“Proposed Adoption”**); and
- (c) that any one director or officer of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to give effect to the Proposed Amendments and the Proposed Adoption and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 6 September 2024

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 Tengis Limited at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) 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, Mr. Wong Hoi Kuen and Mr. Cheng Wing Keung, Raymond 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 II to the Circular.
- (c) As at the date of this notice, the Board comprised eight Directors, of which Mr. Chiu Sui Keung, Ms. Qin Jiali, Mr. Zhang Shaoyan, Mr. Zhao Zhenzhong and Mr. Guo Wei are executive Directors and Mr. Cheng Wing Keung, Raymond, Mr. Lam Williamson and Mr. Wong Hoi Kuen are independent non-executive Directors.
- (d) The register of members of the Company will be closed from Wednesday, 25 September 2024 to Monday, 30 September 2024 (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 Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 24 September 2024.