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CHEN MIAOPING

**ANNOUNCEMENT
PRE-CONDITIONAL VOLUNTARY CASH
PARTIAL OFFER BY VBG CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE 67,808,588 SHARES IN
ELIFE HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT
WITH HER)
SATISFACTION OF PRE-CONDITION**

Financial Adviser to the Offeror



**建泉融資有限公司
VBG Capital Limited**

Reference is made to the announcement issued by Ms. Chen Miaoping (the “**Offeror**”) dated 1 November 2024 in relation to the Partial Offer (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the section headed “PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER - Pre-Condition to the Partial Offer” of the Announcement, the making of the Partial Offer is subject to the obtaining of consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code. The Offeror will issue a further announcement as soon as practicable after the Pre-Condition has been satisfied.

The Offeror is pleased to announce that on 4 November 2024, the consent from the Executive in respect of the Partial Offer has been obtained and the Pre-Condition has been fulfilled.

In accordance with Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, among others, the terms and conditions of the Partial Offer and the Form of Acceptance and Transfer, to the Shareholders within 21 days of the date of the Announcement. The Offeror is in the course of preparing the Offer Document in accordance with the Takeovers Code. Qualifying Shareholders are encouraged to read the Offer Document carefully, before deciding whether or not to accept the Partial Offer. Further announcement will be made in relation to the despatch of the Offer Document as and when appropriate in accordance with the Takeovers Code.

WARNING

Shareholders and potential investors in the Offeree Company should note that the Partial Offer will be subject to the satisfaction of the Condition. Accordingly, the Partial Offer may or may not become unconditional and will lapse if it does not become unconditional. Shareholders and potential investors of the Offeree Company are advised to exercise caution when dealing in the securities of the Offeree Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Chen Miaoping
Offeror

Hong Kong, 5 November 2024

Ms. Chen Miaoping accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk.