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*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 223)

## **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Elife Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to (a) the announcements of the Company dated 24 October 2024, 25 October 2024, 7 November 2024, 18 November 2024, 6 December 2024, 12 December 2024 and 10 January 2025 (collectively, the “**Announcements**”); (b) the announcements issued by Ms. Chen Miaoping (the “**Offeror**”) dated 1 November 2024, 5 November 2024, 22 November 2024 and 12 December 2024; and (c) the offer document issued by the Offeror dated 22 November 2024, all in respect of, among other things, the voluntary conditional cash partial offer to be made by VBG Capital Limited for and on behalf of the Offeror to acquire 67,808,588 shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with her). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

The Board wishes to announce that on 20 January 2025, 21,221,539 share options with an exercise price of HK\$0.564 per Share with rights to subscribe for an aggregate of 21,221,539 new Shares under the share option scheme of the Company adopted on 8 October 2010 have lapsed pursuant to the terms thereof.

As a result of the lapse of the Share Options as described above, the number of outstanding share options of the Company has reduced from 21,221,539 to 0.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such relevant securities in issue as at the date of this announcement are as follows:

(a) a total of 1,356,171,754 Shares in issue.

Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DEALING DISCLOSURE**

The respective associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any relevant securities of the Company pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **WARNING**

**Shareholders and potential investors of the Company should be aware that the Partial Offer are subject to the satisfaction or waiver (where applicable) of the Condition. Accordingly, the Partial Offer may or may not become or be declared unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

**None of the Company and its ultimate beneficial owners, Directors, officers, advisers, agents or any other person involved in the Partial Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Partial Offer.**

**Persons who are in any doubt about their position should consult their licensed securities dealer or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 2 December 2024 and will remain suspended until further notice.

By order of the Board  
**Elife Holdings Limited**  
**Xiang Xin**  
*Chairman*

Hong Kong, 28 January 2025

*As at the date of this announcement, the Board comprises (i) Mr. Xiang Xin, Mr. Qiu Bin, Ms. Chen Xinqiong, Mr. Chan Wai Cheong, Ms. Qin Jiali (duties suspended) and Mr. Zhao Zhenzhong (duties suspended) as the executive Directors; (ii) Mr. Chiu Sui Keung (duties suspended), Mr. Zhang Shaoyan (duties suspended) and Mr. Guo Wei as the non-executive Directors; and (iii) Mr. Lam Williamson (duties suspended), Mr. Wong Tsz Fung (duties suspended), Mr. Moy Yee Wo, Matthew (duties suspended), Mr. Chou Chiu Ho, Mr. Cho Ka Wing, Ms. Chan Lok Yin and Mr. Ma Kin Ling as the independent non-executive Directors.*