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## **CLARIFICATION ANNOUNCEMENT IN RELATION TO THE PLACING OF NEW SHARES**

**Placing Agent**



Reference is made to the Announcement of the Company dated 9 January 2026 in relation to the entering into of the Placing Agreement with the Placing Agent and the Placing.

As disclosed in the Announcement, it was intended that the Placing Shares will be allotted and issued under the General Mandate.

The Company would like to clarify that instead of utilising the General Mandate, it will seek for the Specific Mandate from the Shareholders and convene an EGM to pass the necessary resolution(s) approving the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder and the Placing. In this regard, on 12 January 2026 (after trading hours) the Company has entered into a Supplemental Placing Agreement with the Placing Agent to amend certain terms of the Placing Agreement to reflect that the Placing will be conducted under a Specific Mandate.

A circular containing, among other things, (i) further details of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder including the grant of the Specific Mandate; and (ii) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

**Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement). As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

Reference is made to the announcement of the Company dated 9 January 2026 (the “**Announcement**”) in relation to the entering into of the Placing Agreement with the Placing Agent and the Placing. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

## **CLARIFICATIONS**

As disclosed in the Announcement, by a resolution of the Shareholders passed at the extraordinary general meeting of the Company held on 25 April 2025 (the “**2025 EGM**”), the Company granted the General Mandate to the Directors to allot and issue up to 20% of the then issued share capital of the Company as at the date of the 2025 EGM. Under the General Mandate, the Company is authorised to issue up to 271,234,350 Shares. It was intended that the Placing Shares will be allotted and issued under the General Mandate.

The Company would like to clarify that instead of utilising the General Mandate, it will seek for the specific mandate (the “**Specific Mandate**”) from the Shareholders and convene an extraordinary general meeting (the “**EGM**”) to pass the necessary resolution(s) approving the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder and the Placing.

In this regard, on 12 January 2026 (after trading hours), the Company has entered into a Supplemental Placing Agreement with the Placing Agent to amend certain terms of the Placing Agreement to reflect that the Placing will be conducted under a Specific Mandate. The Company would like to supplement the below information in respect of the Supplemental Placing Agreement:

## **THE SUPPLEMENTAL PLACING AGREEMENT**

The principal terms and conditions of the Supplemental Placing Agreement are as follows:

### **Date**

12 January 2026 (after trading hours)

### **Parties**

Issuer: The Company

Placing Agent: DL Securities (HK) Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

### **Conditions of the Placing**

Under the Supplemental Placing Agreement, the conditions of the Placing Agreement as set out in the sections headed "Conditions of the Placing" on page 4 of the Announcement, shall be replaced in its entirety with the below:

"Completion of the Placing is conditional upon the satisfaction or waiver (where permissible) of the following conditions:

- (a) the Listing Committee having granted the listing of, and permission to deal in, the Placing Shares (and such listing and permission not subsequently revoked);
- (b) the passing of the resolution(s) by the Shareholders who are allowed to vote under the Listing Rules of the relevant resolution(s) to approve the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder, including the grant of the Specific Mandate at the EGM;
- (c) all necessary consents and approvals having been obtained by the Company and the Placing Agent to effect the execution, completion and performance of the obligations and other terms of Placing Agreement;
- (d) the warranties of the Company and the Placing Agent under the Placing Agreement being true and correct in all material respects as of the Closing Date as though made on and as of such date except to the extent that any such representation and warranty expressly speaks as of an earlier date, in which case such representation and warranty shall be true and correct as of such earlier date; and

- (e) each of the parties to the Placing Agreement shall have performed or complied in all material respects with all agreements and covenants required by Placing Agreement to be performed or complied with by it on or prior to the Closing Date.

The conditions set out in (a), (b) and (c) cannot be waived by the Company or the Placing Agent. Each of the Company and the Placing Agent shall use their respective best endeavours to procure the satisfaction of the conditions.”

### **Long Stop Date**

The definition of “Long Stop Date” as defined in the Announcement has been amended to 31 March 2026 or such later date as may be agreed between the Company and the Placing Agent.

### **Placing Price**

In addition to the information set out in the section headed “Placing Price” on page 3 of the Announcement, the Board would like to supplement that the Placing Price of HK\$0.102 per Placing Share represents a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 3.22%, represented by the theoretical diluted price of approximately HK\$0.120 per Share to the benchmarked price of approximately HK\$0.124 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Announcement (i.e. 9 January 2026) of HK\$0.123 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Announcement (i.e. 9 January 2026) of HK\$0.124 per Share).

### **GENERAL**

The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to Shareholders’ approval at the EGM.

A circular containing, among other things, (i) further details of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the transactions contemplated thereunder including the grant of the Specific Mandate; and (ii) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

**Except as stated above, all the information in the Announcement remains unchanged.**

**Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement). As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

By order of the Board  
**Elife Holdings Limited**  
**Zhao Zhenzhong**  
*Executive Director*

Hong Kong, 12 January 2026

*As at the date of this announcement, the Board comprises of Mr. Zhao Zhenzhong, Mr. Guo Wei, Ms. Qin Jiali, Ms. Tan Xin and Mr. Zhang Zhilin, as the executive Directors and Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris as the independent non-executive Directors.*