



易生活控股有限公司 Elife Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

Form of Proxy for the Extraordinary General Meeting to be held on 21 June 2019 (or any adjournment thereof)

I/We ^(Note 1), _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.02 each in the capital of **Elife Holdings Limited** (the “Company”) HEREBY APPOINT ^(Note 3) the chairman of the meeting, or failing him _____ of _____ as my proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) (or any adjournment thereof) of the Company to be held at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, 21 June 2019 at 2:30 p.m. or any adjournment thereof in respect of the resolutions set out in the notice of the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS			FOR ^(Note 4)	AGAINST ^(Note 4)
1.	(a)	To approve, confirm and ratify the Zhang Subscription Agreement (as defined in the notice of the EGM dated 31 May 2019 (the “EGM Notice”);		
	(b)	To grant a specific mandate to the directors of the Company (the “Director(s)”) to allot and issue the Zhang Subscription Shares (as defined in the EGM Notice); and		
	(c)	To authorise any one Director to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to or otherwise in connection with the Zhang Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Zhang Subscription Shares (as defined in the EGM Notice).		
2.	(a)	To approve, confirm and ratify the Gao Subscription Agreement (as defined in the EGM Notice);		
	(b)	To grant a specific mandate to the Directors to allot and issue the Gao Subscription Shares (as defined in the EGM Notice); and		
	(c)	To authorise any one Director to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to or otherwise in connection with the Gao Subscription Agreement (as defined in the EGM Notice) and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the Gao Subscription Shares (as defined in the EGM Notice).		

Date: _____ Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please delete the words “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ABOVE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) if you so wish.