THIS RESPONSE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Response Document or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Elife Holdings Limited**, you should at once hand this Response Document to the purchaser(s) or transferee(s), or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

易生活控股有限公司
Elife Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 223)

RESPONSE DOCUMENT RELATING TO VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY MANGO FINANCIAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE 180,000,000 SHARES IN ELIFE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

Independent Financial Adviser to the Independent Board Committee

Grande Capital Limited
均富資本有限公司

Capitalised terms used on this cover page shall have the same meanings as defined in this Response Document, unless the context requires otherwise.

A letter from the Board is set out on pages 10 to 23 of the Response Document. A letter from the Independent Board Committee containing its recommendation in respect of the Partial Offer is set out on pages 24 to 25 of this Response Document. A letter from the Independent Financial Adviser containing its recommendation to the Independent Board Committee in respect of the Partial Offer and the principal factors considered by it in arriving at its recommendation is set out on pages 26 to 54 of this Response Document.

18 November 2025

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EXPECTED TIMETABLE

The timetable reproduced below is extracted from the Offer Document, with appropriate changes as to certain defined terms. The timetable is indicative only and is subject to change. Any change to the timetable below will be announced by the Offeror. Unless otherwise expressly stated, all time and date references in the timetable below refer to Hong Kong time and dates.

Despatch date of the Offer Document and the accompanying Form of Acceptance and commencement date of the Partial Offer *(Note 1)*	Tuesday, 4 November 2025
Latest time for posting of the Response Document *(Note 2)*	Tuesday, 18 November 2025
Latest time and date for acceptance of the Partial Offer on the First Closing Date *(Note 3)*	4:00 p.m. on Monday, 22 December 2025
Announcement of the results of the Partial Offer as at the First Closing Date (or its extension or revision, if any), to be posted on the website of the Stock Exchange	by 7:00 p.m. on Monday, 22 December 2025
Latest time and date for acceptance of the Partial Offer assuming the Partial Offer becomes or is declared unconditional on the First Closing Date (i.e. the Final Closing Date) *(Note 4)*	4:00 p.m. on Monday, 5 January 2026
Announcement of the results of the Partial Offer as at the Final Closing Date to be posted on the website of the Stock Exchange *(Note 5)*	by 7:00 p.m. on Monday, 5 January 2026
Latest time by which the Partial Offer can be declared unconditional as to acceptance *(Note 7)*	Monday, 5 January 2026
Designated agent starts to stand in the market to provide matching services for sale and purchase of odd lots holdings of Shares (assuming that the Partial Offer becomes or is declared unconditional as to acceptances on the First Closing Date)	9:00 a.m. on Tuesday, 6 January 2026
Latest Date for posting of remittances for the amount due in respect of valid acceptances received under the Partial Offer on the Final Closing Date *(Note 6)*	Wednesday, 14 January 2026
Latest date for despatch of share certificate(s) and/or any transfer receipt(s) and other document(s) of title for Shares tendered but not taken up or share certificate(s) in respect of the balance of such Shares (assuming that the Partial Offer becomes or is declared unconditional as to acceptances on the First Closing Date)	Wednesday, 14 January 2026

Designated agent ceases to stand in the market to provide matching services for sale and purchase of odd lots holdings of Shares (assuming that the Partial Offer becomes or is declared unconditional as to acceptances on the First Closing Date)	Friday, 20 February 2026

Notes:

1. The Partial Offer is open for acceptance on and from Tuesday, 4 November 2025, being the date of posting of the Offer Document, until 4:00 p.m. on the Closing Date, i.e. the later of the First Closing Date on Monday, 22 December 2025 or the date falling 14 days after the Partial Offer becomes or is declared unconditional in all respects, or if the Partial Offer is extended, any subsequent Closing Date as extended and announced by the Offeror in accordance with the Takeovers Code.

2. In accordance with the Takeovers Code, the Company is required to post the Response Document to the Shareholders no later than 14 days after the date of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the First Closing Date by the number of days in respect of which the delay in the posting of the Response Document is agreed.

3. In accordance with the Takeovers Code, where the Response Document is posted after the date of the Offer Document, the Partial Offer must be open for acceptance for at least 28 days after the date of the Offer Document. The Offeror reserves its right, as permitted under the Takeovers Code, to revise or extend the Partial Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any revision or extension of the Partial Offer, which will state the next Closing Date.

4. The Offeror has the right, subject to the Takeovers Code, to extend the Partial Offer until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. Pursuant to Rule 28.4 of the Takeovers Code: (a) if on a Closing Date acceptances received equal or exceed the precise number of Shares stated in the Offer Document, the Offeror must declare the Partial Offer unconditional as to acceptances and extend the Final Closing Date to the 14th day thereafter and the Offeror cannot further extend the Final Closing Date; (b) if the acceptance condition is fulfilled during the period between the Despatch Date and the date which is 14 days before the First Closing Date, the Offeror must declare the Partial Offer unconditional as to acceptances on the day the acceptance condition is met, provided that the Partial Offer would remain open for acceptance for not less than 14 days thereafter, and the Offeror cannot extend the First Closing Date and the Final Closing Date would be on (but no earlier than) the First Closing Date; or (c) if the acceptance condition is fulfilled within the 14-days period before the First Closing Date, the Partial Offer would remain open for acceptance for 14 days after the Partial Offer is declared unconditional as to acceptance (i.e. the Final Closing Date). The Offeror will make an announcement when the Partial Offer becomes unconditional in all respects.

5. The announcement will comply with the disclosure requirements under Rule 19.1 and Note 7 to Rule 19 of the Takeovers Code and will include, among other things, the results of the Partial Offer and details of the way in which the pro rata entitlement for each accepting Shareholder was determined.

6. Subject to the Partial Offer becoming unconditional, remittances in respect of the consideration payable for the Offer Shares tendered under the Partial Offer will be posted by ordinary post to the accepting Shareholders at their own risk as soon as possible but in any event no later than seven business days following the Final Closing Date.

7. In accordance with the Takeovers Code, except with the consent of the Executive, the Partial Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date of the Offer Document. Accordingly, unless the Partial Offer has previously become or is declared unconditional as to acceptances, the Partial Offer will lapse after 7:00 p.m. on Monday, 5 January 2026, being the first Business Day after Saturday, 3 January 2026 which is the 60th day after the posting of the Offer Document as such 60th day does not fall on a Business Day, unless extended with the consent of the Executive. If the Partial Offer does not become, or is not declared, unconditional within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) received by the Receiving Agent will be returned to the accepting Shareholders in accordance with Rule 20.2 of the Takeovers Code.

8. If any severe weather condition is in force in Hong Kong:

(a) at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Partial Offer and the latest date for despatch of remittances for the amounts due under the Partial Offer in respect of valid acceptances, the latest time for acceptance of the Partial Offer will remain at 4:00 p.m. on the same business day and the latest date for the despatch of remittances will remain on the same business day; or

(b) at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Partial Offer and the latest date for despatch of remittances for the amounts due under the Partial Offer in respect of valid acceptances, the latest time for acceptance of the Partial Offer and the latest date for the despatch of remittances will be rescheduled to the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

For the purpose of the Response Document, "severe weather" refers to the scenario where typhoon signal No.8 or above, a black rainstorm warning (as issued by the Hong Kong observatory), or the "extreme conditions" warning (as announced by the Hong Kong Government) is in force in Hong Kong.

Save as mentioned above, if the latest time for acceptance of the Partial Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

In this Response Document, unless the context requires otherwise, the following expressions shall have the following meanings:

"2024 Interim Results"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"2025 Annual Results"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"acting in concert"	the meaning ascribed thereto in the Takeovers Code
"Appellants"	the meaning ascribed thereto in the section headed "4. MATERIAL CHANGES IN RESPECT OF THE GROUP" in "Appendix I – Financial Information of the Group" in this Response Document
"Articles"	the amended and restated articles of association of the Company
"associate(s)"	the meaning ascribed thereto in the Takeovers Code
"Board"	the board of Directors
"business day(s)"	the meaning ascribed thereto in the Takeovers Code
"Closing Date"	the First Closing Date of the Partial Offer or any subsequent closing date of the Partial Offer as may be extended or revised by the Offeror in accordance with the Takeovers Code
"Company"	Elife Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 223)
"Condition"	the condition to which the Partial Offer is subject, as set out in the section headed "THE PARTIAL OFFER – Condition to the Partial Offer" of this Response Document
"Consent Summons"	the meaning ascribed thereto in the section headed "4. MATERIAL CHANGES IN RESPECT OF THE GROUP" in "Appendix I – Financial Information of the Group" in this Response Document
"Despatch Date"	Tuesday, 18 November 2025, being the date of despatch of the Response Document to the Shareholders as required by the Takeovers Code
"Director(s)"	director(s) of the Company

"Directorship Issues"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Executive"	the Executive Director of the Corporate Finance Division of the SFC from time to time or any of his delegates
"Forensic Investigation"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Follow-up Review"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Final Closing Date"	the date which is (i) the 14th day after the date on which the Partial Offer is declared unconditional as to acceptances; or (ii) the First Closing Date, whichever is the later, provided that the Partial Offer will be open for acceptance for at least 28 days following the Despatch Date
"First Closing Date"	the date stated in Offer Document as the first closing day of the Partial Offer, which shall be at least 28 days following the Despatch Date of the Offer Document, or such later date as may be extended by the Offeror in accordance with the requirements of the Takeovers Code
"Form of Acceptance"	the form of acceptance and transfer in respect of the Partial Offer accompanying the Offer Document
"Further Shareholder's Requisition"	the meaning ascribed thereto in the section headed "4. MATERIAL CHANGES IN RESPECT OF THE GROUP" in "Appendix I – Financial Information of the Group" in this Response Document
"Governance Issues"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC

"Issues"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"IC Consultant"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Independent Committee"	the independent investigation committee, comprising all independent non-executive Directors, which was established to conduct independent investigation on the incidents that have led to the delay in the publication of 2024 Interim Results and the despatch of the 2024 Interim Report
"Independent Investigator"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Independent Board Committee"	the independent committee of the Board comprising all independent non-executive Directors who have no direct or indirect interest in the Partial Offer, namely Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris, formed for the purpose of advising the Qualifying Shareholders in respect of the Partial Offer
"Internal Control Review"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Independent Financial Adviser"	Grande Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
"Latest Practicable Date"	17 November 2025, being the latest practicable date prior to the printing of this Response Document for ascertaining certain information contained in this Response Document
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mango Financial"	Mango Financial Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the financial adviser and offer agent to the Offeror in respect of the Partial Offer

"Mediation"	the meaning ascribed thereto in the section headed "8. LITIGATION" in "Appendix II – General Information" in this Response Document
"Offer Document"	the offer document dated 4 November 2025 despatched by the Offeror (accompanied by the Form of Acceptance) to all the Shareholders in connection with the Partial Offer pursuant to the requirements of the Takeovers Code
"Offer Period"	the period commencing since 14 May 2025, being the date of the Partial Offer Announcement and ending on the Closing Date or the date of the lapse of the Partial Offer in accordance with the Takeovers Code
"Offer Price"	HK$0.056 for each Offer Share
"Offer Share(s)"	the Shares to be purchased by the Offeror from the Qualifying Shareholders under the Partial Offer, being 180,000,000 Offer Shares held by the Qualifying Shareholders; "Offer Share" shall mean any one of them
"Offeror"	China Innovation Investment Limited 中國創新投資有限公司, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 1217)
"Partial Offer"	the voluntary conditional cash partial offer being made by Mango Financial for and on behalf of the Offeror to acquire 180,000,000 Shares (other than those already owned by the Offeror and parties acting in concert with it) at the Offer Price in cash from the Qualifying Shareholders in accordance with the Takeovers Code on the basis set out in the Offer Document and accompanying Form of Acceptance
"PRC"	the People's Republic of China which, for the purpose of this Response Document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Pre-Conditions"	the pre-conditions to the making of the Partial Offer, as set out in the section headed "THE PARTIAL OFFER – Pre-Condition to the Partial Offer" of this Response Document, which have been fulfilled on 28 October 2025 as disclosed in the announcement of the Offeror dated 28 October 2025 in relation to, among other things, poll results of the extraordinary general meeting of the Offeror held on 28 October 2025

"Partial Offer Announcement"	the announcement dated 14 May 2025 issued by the Offeror in respect of the Partial Offer
"Postponement of EGM"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Qualifying Shareholder(s)"	Shareholder(s) other than the Offeror and parties acting in concert with it
"Receiving Agent"	Union Registrars Limited, in its capacity as the receiving agent of the Offeror with respect to the Partial Offer, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong
"Registrar"	Tricor Investor Services Limited, the branch share registrar and transfer office of the Offeree Company in Hong Kong, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Requisition"	the meaning ascribed thereto in the section headed "4. MATERIAL CHANGE IN RESPECT OF THE GROUP" in "Appendix I – Financial Information of the Group" in this Response Document
"Relevant Period"	the period commencing on 14 November 2024, being the date falling six months immediately preceding the commencement of the Offer Period, up to and including the Latest Practicable Date
"Response Document"	this response document issued by the Company in relation of the Partial Offer
"Resumption Guidance"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"relevant securities"	the meaning ascribed to it under Note 4 to Rule 22 of the Takeovers Code
"RMB"	renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary shares of HK$0.1 each in the issued share capital of the Company

"Summons"	the meaning ascribed thereto in the section headed "4. MATERIAL CHANGE IN RESPECT OF THE GROUP" in "Appendix I – Financial Information of the Group" in this Response Document
"Share Subscription"	the subscription of 226,000,000 Shares by the Offeror, which was completed on 25 September 2024; for details, please refer to the announcements of the Company dated 15 September 2024, 23 September 2024 and 25 September 2024 respectively
"Shareholder(s)"	holder(s) of the Share(s)
"Sino Talent"	Sino Talent Holdings Limited, a wholly owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning given to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Undisclosed Matters"	the meaning ascribed thereto in the section headed "INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP" in the "Letter from the Board" in this Response Document
"Yinglian Jiahe"	Yinglian Jiahe Investment Holdings (Guangdong) Co., Ltd.* (英聯嘉合投資控股(廣東) 有限公司), a wholly-owned subsidiary of the Company
"Yitie"	Zhuhai Yitie Rail Transit Management Company Limited* (珠海易鐵軌道交通管理有限公司), a wholly-owned subsidiary of the Company established in the PRC
"%"	per cent.

易生活控股有限公司
Elife Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 223)

Executive Directors:
Mr. Zhao Zhenzhong *(Vice-Chairman and Acting Chairman of the Board)*
Ms. Qin Jiali
Mr. Guo Wei
Ms. Tan Xin
Mr. Zhang Zhilin

Independent non-executive Directors:
Mr. Lin Qiu Cheng
Mr. Wang Anxin
Mr. Wu Kwok Choi, Chris

Registered office:
Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
6/F, The Annex, Central Plaza
18 Harbour Road,
Hong Kong

18 November 2025

To the Shareholders

Dear Sir or Madam,

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY MANGO FINANCIAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE 180,000,000 SHARES IN ELIFE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

Reference is made to the Partial Offer Announcement, whereby the Offeror intended to make the Partial Offer to acquire 180,000,000 Offer Shares (representing approximately 13.27% of the Company's issued share capital as at the Latest Practicable Date) other than those already owned by the Offeror and parties acting in concert with it at the Offer Price of HK$0.056 per Offer Share.

The Offer Document accompanied with the Form of Acceptance were despatched on 4 November 2025.

The purpose of this Response Document is to provide with, among other things, information relating to the Group and the Partial Offer, the recommendation of the Board and the Independent Board Committee to the Qualifying Shareholders in respect of the Partial Offer, and the advice from the Independent Financial Adviser to the Independent Board Committee on the Partial Offer.

You are advised to read this Response Document, the recommendation of the Board and the Independent Board Committee and the advice from the Independent Financial Adviser carefully before taking any action in respect of the Partial Offer.

WARNING: The publication of this Response Document does not indicate any decision or conclusion from the Stock Exchange nor warrant any approval from the Stock Exchange on the resumption of trading in Shares. For the avoidance of doubt, the Stock Exchange is not satisfied that the Company has fulfilled all resumption guidance.

THE PARTIAL OFFER

The terms of the Partial Offer are set out in the Offer Document and the Form of Acceptance. You are recommended to refer to the Offer Document and the Form of Acceptance for further details.

Principal terms of the Partial Offer

The Partial Offer is made by Mango Financial, for and on behalf of the Offeror, in compliance with the Takeovers Code on the following basis:

For each Offer Share . . . . .HK$0.056 in cash

The Partial Offer is extended to all Qualifying Shareholders in accordance with the requirements of the Takeovers Code.

As at the Latest Practicable Date, the Company did not have outstanding dividends which had been declared but not yet paid and the Company did not have any intention to declare or pay any further dividend or make other distribution on the Shares prior to the close of the Partial Offer.

Further details of the Partial Offer including, among others, the expected timetable, the conditions, terms and procedures of acceptance of the Partial Offer, are set out in the Offer Document, the Form of Acceptance, and further announcements made or to be made by the Offeror (if applicable).

Pre-Conditions to the Partial Offer

As disclosed in the Partial Offer Announcement, the making of the Partial Offer was subject to the obtaining of (i) consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code; and (ii) the approval by the shareholders of the Offeror in respect of the Partial Offer at the extraordinary general meeting of the Offeror held on 28 October 2025.

As disclosed in the announcement of the Offeror dated 28 October 2025 in relation to, among other things, poll result of the extraordinary general meeting of the Offeror held on 28 October 2025, the Offeror announced that all Pre-Conditions had been fulfilled on 28 October 2025.

Condition to the Partial Offer

As disclosed in the Offer Document, the Partial Offer is subject to the Condition that valid acceptances are received (and not, where permitted, withdrawn) in respect of a minimum of 180,000,000 Offer Shares at or before 4:00 p.m. (Hong Kong time) on the First Closing Date, which shall be at least 28 days following the Despatch Date of the Offer Document issued by the Offeror in respect of the Partial Offer, or such later date as may be announced by the Offeror in accordance with the requirements of the Takeovers Code.

In the event that valid acceptances are received:

(i) for less than the required number of 180,000,000 Offer Shares by the First Closing Date, unless the First Closing Date is extended in accordance with the requirements of the Takeovers Code, the Partial Offer will not proceed and will lapse immediately; and

(ii) for not less than the required number of 180,000,000 Offer Shares on or before the First Closing Date, the Offeror will declare the Partial Offer unconditional as to acceptances on or before the First Closing Date.

For the avoidance of doubt, the Company has no knowledge and information as to whether the Condition has been fulfilled as at the Latest Practicable Date.

Pursuant to the Offer Document, the Offeror will issue an announcement in relation to the revision, extension or lapse of the Partial Offer or the fulfilment of the Condition in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Partial Offer unconditional in all respects is 7:00 p.m. on the 60th day after the Despatch Date (or such later date to which the Executive may consent).

WARNING: Shareholders and potential investors in the Company should note that the Partial Offer is 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 Company are advised to exercise caution when dealing in the securities of the 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.

INFORMATION ON THE OFFEROR

Please refer to the Offer Document for the information on the Offeror.

INTENTION OF THE OFFEROR AND THE BOARD REGARDING THE GROUP

Your attention is drawn to the paragraph headed "Reasons for the Partial Offer" in the section headed "Letter from Mango Financial" in the Offer Document.

According to the information disclosed in the Offer Document, the Offeror states that it is not satisfied with the resumption progress of the Company and to follow up on (a) the resumption guidance issued by the Stock Exchange as set out in the Company's announcement dated 16 January 2025 (the "**Resumption Guidance**"), (b) the timely publication of the financial results of the Company required under the Listing Rules, (c) the investigation of Ms. Qin Jiali and Mr. Zhao Zhenzhong, both being the executive Directors and the authorised representatives of certain operating subsidiaries of the Group in the PRC, who were alleged to have entered into unauthorised or unusual transactions with certain companies established in the PRC and to have failed to provide sufficient written documentary evidence to support the revenue generated by these operating subsidiaries during the six months ended 30 September 2024, and (d) any remedial and/or rectification actions required (collectively, the "**Governance Issues**"). In addition, the Offeror states that it is not satisfied with (i) the fact that the two former Directors (namely, Mr. Xiang Xin and Ms. Chen Xinqiong) nominated by the Offeror in connection with the Share Subscription were removed as Directors with effect from 11 March 2025, subsequent to which the Offeror has no representative on the board of the Company up to the latest practicable date of the Offer Document, resulting in the Offeror's management rights over the Company as an investor being seriously affected and (ii) Mr. Guo Wei's performance as a Director and the fact that the ordinary resolution to remove Mr. Guo Wei as a Director at the extraordinary general meeting of the Company held on 25 April 2025 was voted down by the Shareholders (the "**Directorship Issues**", together with the "**Governance Issues**", the "**Issues**"). In addition, according to the Offer Document, the Offeror has made claims against the Company in relation to certain representations made by the Company under the Share Subscription regarding certain alleged governance deficiencies ("**Undisclosed Matters**"), which was alleged by the Offeror that such Undisclosed Matters were not made known to the Offeror at the time of Subscription. According to the Offer Document, the Offeror alleged that it intended to increase its stake in the Company to exert further pressure and influence on the Company and its management with the view to addressing and resolving the Issues and Undisclosed Matters.

Contrary to the Offeror's allegations set out in the Offer Document, since the reconstitution of the Board in mid-March 2025, the management of the Company has been working closing with its professional advisers and proactively taking all necessary and appropriate steps to comply with the Resumption Guidance with the aim to resuming trading in its shares on the Stock Exchange as soon as practicable. As the Latest Practicable Date, the Company has made substantial and positive development and progress in fulfilling the Resumption Guidance as follows:

(a) publish all outstanding financial results required under the Listing Rules and address any audit modifications

As disclosed in the announcement of the Company dated 6 November 2025, the Board meeting was held on 18 November 2025 for the purpose of approving, inter alia, the unaudited consolidated interim results of the Group for the six months ended 30 September 2024 ("**2024 Interim Results**") and the audited consolidated final results of the Group for the year ended 31 March 2025 ("**2025 Annual Results**") and their publication. As at the date of the Response Document, the Company has published all outstanding financial results required under the Listing Rules (i.e. the 2024 Interim Results, the 2025 Annual Results, the 2024 Interim Report and 2025 Annual Report) on 18 November 2025.

No modified or qualified opinion, emphasis of matter or material uncertainty related to going concern was contained in the reports of the auditors of the Company in respect of the 2025 Annual Report.

(b) conduct an independent investigation into the issues about certain operating subsidiaries of the Company during the 2024 Interim Period, assess the impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions;

As disclosed in the announcement of the Company dated 30 April 2025, the Independent Committee has engaged Acclime Corporate Advisory (Hong Kong) Limited ("**Independent Investigator**") as the independent forensic accountant in place of McMillan to conduct the forensic investigation ("**Forensic Investigation**") on the issues that have led to the delay in the publication of the 2024 Interim Results and the despatch of the 2024 Interim Report, including the alleged unusual transactions entered into between certain operating subsidiaries of the Company established in the PRC and certain companies established in the PRC with insufficient documentary evidence on the income generated, costs incurred, the nature of the relationship between the relevant parties to such transactions and the investment activities of such operating subsidiaries during the period of the six months ended 30 September 2024 (the "**Forensic Issues**").

As at the Latest Practicable Date, the Independent Investigator has completed the Forensic Investigation and issued the Forensic Investigation Report on 30 June 2025. The Independent Investigator has also issued the letters to the Independent Committee and the Stock Exchange on 6 August 2025 and 6 November 2025 to supplement, among others, its findings of the Forensic Investigation in order to address the queries and observations made by the Stock Exchange in relation to the Forensic Investigation. Based on the findings of the Forensic Investigation Report and supplemental letters issued by the Independent Investigator, the Independent Investigator is of the view that there is no (or insufficient) evidence to support any of the allegations made by the previous Board (save for Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) regarding the Forensic Issues to be true or made with reasonable basis, in particular there is no (or insufficient) evidence to suggest any reasonable regulatory concern about the integrity, character and competence of the Group's management and/or any person with substantial influence over the Company's management and operations (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei who are the targets of the Forensic Investigation).

For details of the Forensic Investigation, please refer to the announcement of the Company dated 18 November 2025 in relation to the key findings and results of the Forensic Investigation.

(c) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any person with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;

As at the Latest Practicable Date, based on the review of the findings of the Forensic Investigation, nothing has come to the attention of the Independent Committee and the Board (save for Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) that gives rise to concern about the integrity, competence or character of the Directors or senior management of the Company (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) which may pose a risk to investors and damage market confidence. For details, please refer to the announcement of the Company dated 18 November 2025 in relation to the key findings and results of the Forensic Investigation.

(d) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules;

As disclosed in the announcement of the Company dated 30 April 2025, the Company has engaged SHINEWING Risk Services Limited as its internal control consultant (the "**IC Consultant**") to conduct a review of the internal control systems and procedures of the Group (the "**Internal Control Review**"), and to provide recommendations and perform follow-up review (the "**Follow-up Review**") on the remedial measures implemented by the Company. The scope of the Internal Control Review included a review on the procedures, systems, controls (including accounting and management systems) of the Group, covering the period from 1 April 2024 to 31 March 2025. The Follow-up Review covered the period from 1 April 2025 to 31 October 2025.

As at the Latest Practicable Date, the IC Consultant has completed the Internal Control Review and the Follow-up Review. The IC Consultant has also taken into account the queries made by the Stock Exchange in relation to the Internal Control Review and updated the Internal Control Review report. Based on the findings of the Internal Control Review report, the IC Consultant confirmed that the Group has implemented all the remedial measures suggested in the Internal Control Review report to address the identified internal control deficiencies. The IC Consultant is of the view that the Group's current internal control system is adequate and effective in preventing and detecting the internal control issues identified in the Forensic Investigation Report and the Internal Control Review Report, and in complying with the requirements of the Listing Rules.

For details of the Internal Control Review and the views of the Independent Committee in relation to the Internal Control Review, please refer to the announcement of the Company dated 18 November 2025 in relation to the key findings and results of the Internal Control Review.

(e) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and

As at the Latest Practicable Date, the Group has continued its business operations as usual in all material respects notwithstanding the Suspension. The Group serves as a brand digital and intelligence service provider and specialise in providing comprehensive lifecycle digitalisation service for brands, with a focus on brand management, brand promotion and brand supply chain.

In particular, in respect of brand promotion business which was commenced in or around August 2023, Yitie operates as a comprehensive, integrated brand marketing service provider, focused on helping business elevate their brand visibility, promote products, and establish a strong market presence. The core business of Yitie involves integrating a wide range of online and offline media resources to provide a one-stop marketing solutions. The principal revenue stream of Yitie is derived from brand promotion service fees. Specialising in integrated marketing services for enterprises, Yitie has assisted numerous large and medium-sized clients in expanding product influence and market reach, while also helping many small and medium-sized businesses build their brand image, refine sales channels, and optimize product promotion strategies. Yitie has developed five key business segments, namely integrated marketing, new media marketing, media communication and events, brand marketing, and video production, enabling full-process support across the entire brand marketing lifecycle.

Yitie positions itself as a full-spectrum brand marketing service provider, integrating a diverse array of scenario-based digital media in hotel venues, online and offline media resources as follows:

(i) In respect of scenario-based digital media in hotel venues, Yitie utilises targeted placement strategies, such as in-room TV advertisements, lobby and front desk interactive screens, elevator LCDs, restaurant/interactive large screens, and developing offline channels in hotels across key cities as advertising resources. These enable brands to conduct ad placements as well as brand display and experiential activities, engaging business and leisure travelers through high-frequency, immersive interactions, and thereby expanding brand market awareness and influence.

(ii) In respect of internet platforms, Yitie has established strategic partnerships with service agent of leading platforms (e.g., Kuaishou, Douyin and Toutiao) to ensure rapid broad-market penetration.

(iii) In respect of offline and outdoor media, Yitie has provided its brand promotion services through the channels, such as community billboards, subway and elevator screens, airport displays, and marketing display booth in public and transit venues.

As part of its service model, Yitie also provides strong backend support to ensure effective campaign planning and delivery, including but not limited to designing a complete marketing solution or collaborating closely with the brand's representatives or agencies to develop a tailored brand promotion plan. This process includes brand promotion strategy formulation, resource coordination, and campaign execution management, helping clients transform ideas into actionable and efficient marketing campaigns. These campaigns can leverage various media formats, including hotel media, internet platform, offline and outdoor media, or a combination of these channels to maximize reach and impact.

The Company will continue to strengthen and expand the Group's core businesses while continuously evaluate business operations to identify new opportunities for innovation. The Board will also focus on optimising revenue streams and improving gross margins to maximize shareholder value. The Group will continue to ensure the smooth business operation of the Group, and to assess and monitor the impact (if any) of the trading suspension on the business operations and financial performance of the Group and take appropriate measures, including publication of announcement(s) in relation to the business operations of the Group, as and when appropriate.

(f) inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

As at the Latest Practicable Date, the Stock Exchange is in the course of reviewing and considering the (i) Forensic Investigation Report and the letters issued by the Independent Investigator and (ii) the Internal Control Report. The Company will continue to work closely with its professional advisers and is committed to taking all necessary and appropriate steps proactively to comply with the Resumption Guidance, with the aim of resuming trading in its shares on the Stock Exchange as soon as practicable.

The Company will continue to keep the Shareholders and potential investors abreast of any relevant material developments by making further announcement(s) as and when appropriate in accordance with the requirements under the Listing Rules, as well as announce quarterly updates pursuant to Rule 13.24A of the Listing Rules.

WARNING: The publication of this Response Document does not indicate any decision or conclusion from the Stock Exchange nor warrant any approval from the Stock Exchange on the resumption of trading in Shares. For the avoidance of doubt, the Stock Exchange is not satisfied that the Company has fulfilled all resumption guidance.

In response to the allegations of the Offeror in relation to Mr. Guo Wei's performance as a Director as set out in the Offer Document, Mr. Guo Wei confirmed that his temporary disengagement with the then Board since 21 February 2025 was due to the then Board's lack of consideration and sidelining of his dissenting views and concerns on various Board matters, including the decision of the then directors of the Company (including Mr. Xiang Xin and Ms. Chen Xinqiong) to, among other matters, (i) postpone the then extraordinary general meeting of the Company scheduled to be held on 24 December 2024 to 6 January 2025 and (ii) postpone sine die the extraordinary general meeting of the Company scheduled to be held on 6 January 2025 (the "**Postponement of EGM**"). As disclosed in the announcement of the Company dated 21 February 2025, the High Court of Hong Kong made an order against the then directors of the Company (including Mr. Xiang Xin and Ms. Chen Xinqiong) that the aforesaid decisions of the Postponement of EGM were made for improper purposes in breach of their fiduciary duties, and hence such decisions were void and set aside. Contrary to the Offeror's allegations as set out in the Offer Document, the fact that Mr. Guo had expressly dissented to the decisions of the Postponement of EGM has demonstrated Mr. Guo's commitment to upholding Shareholder's rights and proper corporate governance. In addition, since the reconstitution of the Board on 11 March 2025, Mr. Guo had been in constant engagement with the Board and actively attended the board meetings of the Company.

Furthermore, the Company is dissatisfied with the Offeror's repeated and prolonged delays and extensions of the long stop date for the fulfilment of the Pre-Conditions, namely the obtaining of: (i) consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code; and (ii) approval by the shareholders of the Offeror in respect of the Partial Offer at the extraordinary general meeting. As disclosed in the Partial Offer Announcement and the announcements of the Company dated 1 August 2025, 20 August 2025 and 8 October 2025 in relation to, amongst other things, the extension of the long stop date in respect of the Pre-Conditions, the Offeror has had nearly five months since the issuance of the Partial Offer Announcement to fulfil the stated Pre-Conditions, which are largely procedural requirements that should not require such an extensive period to complete. Such repeated and prolonged delays cast serious doubt on the genuine nature of the Offeror's intention in making the Partial Offer. Moreover, the repeated extensions of the long stop date for the fulfilment of the Pre-Conditions have unreasonably prolonged the Offer Period, during which the Company (as an offeree company) remains subject to the requirements and restrictions under the Takeovers Code. This has constrained the Company's ability to implement certain corporate actions and lengthened the time required to seize business opportunities. The aforesaid actions taken by the Offeror have increased the difficulties faced by the Company in satisfying the Resumption Guidance, which is prejudicial to the interests of the Company and its shareholders in achieving a resumption of trading.

In addition, the previous decisions regarding the Postponement of EGM made by the then Board (including Mr Xiang Xin and Ms Chen Xinqiong), which were held by the High Court of Hong Kong to have been made for improper purposes in breach of their fiduciary duties, demonstrate a pattern and history whereby the Offeror engaged in a series of actions against the Company which cause the Board to cast doubt on the real intent of the Offeror in making the Partial Offer.

Taking into account the above circumstances, the Board has reasonable grounds to believe that the repeated extensions of the long stop date for the fulfilment of the Pre-Conditions and the latest time to despatch the Offer Document by the Offeror, coupled with the delay in progressing the Partial Offer, may form part of a calculated strategy designed to: (a) impede the Company's business operations by maintaining the Company in a state of regulatory constraint where its corporate actions are restricted under the Takeovers Code, thereby impairing and preventing the Company from taking timely action to satisfy the Resumption Guidance; and (b) maintain leverage over the Company through the prolonged uncertainty created by the Partial Offer, which adversely affects the Company's ability to pursue alternative strategic options and prejudices the interests of the Company and its shareholders as a whole.

The Partial Offer is uninvited and as at the Latest Practicable Date, the Offeror and the Board have not had any discussion on the long-term strategic and development plan on the Group and its employees. The Offeror is seeking to increase its stake in the Company short of becoming a controlling shareholder of the Company. The Board also noted that the Offeror has no intention to carry out any major changes to the business of the Company (including any redeployment of the fixed assets of the Company), or to the continued employment of the employees of the Group as disclosed in the Offer Document.

COMPULSORY ACQUISITION AND MAINTAINING THE LISTING STATUS OF THE COMPANY

With reference to the Offer Document, the Offeror will not have the power of compulsory acquisition of any Offer Shares outstanding and not acquired under the Partial Offer after the close of the Partial Offer.

As disclosed in the Offer Document, the Offeror intends that the Company to remain listed on the Stock Exchange.

INFORMATION ON THE GROUP

The Group is principally engaged in the supply chain business for branded goods and consumer products in the Greater China region. The Group's core activities encompass a comprehensive range of brand digitisation services, such as brand management, brand promotion and brand supply chain, thereby establishing an integrated industry chain. In addition, the Company is also engaged in the supply chain, sales and marketing, and brand building of daily cleaning, anti-epidemic and licensed branded consumer goods. The Group is currently expanding its business into various consumer goods markets conforming to the Group's business philosophy of "an easier life and better livelihood", striving to provide consumers with a more comfortable, convenient, environmentally friendly, and healthier lifestyle experience.

The financial information of the Group is set out in Appendix I to this Response Document. Please also refer to the section headed "Material Changes in respect of the Group" in Appendix I to this Response Document for further details in relation to the material changes of the Group subsequent to 31 March 2025.

PUBLIC FLOAT OF THE COMPANY

The Stock Exchange has stated if, at the close of the Partial Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

(a) a false market exists or may exist in the trading of the Shares; or

(b) there are insufficient Shares in the public hands to maintain an orderly market.

then it will consider exercising its discretion to suspend dealings in the Shares.

As stated in the Offer Document, the Offeror intends that the Company to remain listed on the Stock Exchange, and the directors of the Offeror and the new directors to be appointed to Board of the Company (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure in the Shares. The Directors will also jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

As at the Latest Practicable Date, the Company had a public float of approximately 64.80% of the Shares in issue. Assuming (i) full acceptances of the Partial Offer by the Qualifying Shareholders; and (ii) that there are no changes to the issued share capital of the Company between the Latest Practicable Date and up to the Final Closing Date, the Company will have a public float in excess of 25% of the Shares in issue immediately following the close of the Partial Offer. Accordingly, the number of Shares in public hands will continue to meet the 25% minimum public float requirement under Rule 8.08 of the Listing Rules.

SHAREHOLDING STRUCTURE OF THE COMPANY AND EFFECT OF THE PARTIAL OFFER

The following table sets out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Partial Offer assuming all Qualifying Shareholders tender 100% of their Shares for acceptance under the Partial Offer (assuming there will be no other changes to the shareholding structure of the Company between the Latest Practicable Date and up to the Final Closing Date):

Name of Shareholders	As at the Latest Practicable Date		Immediately upon completion of the Partial Offer assuming all Qualifying Shareholders tender 100% of their Shares for acceptance under the Partial Offer	
	Number of Shares	*%*	*Number of Shares*	*%*
Directors of the Company and its subsidiaries				
Ms. Qin Jiali *(Note 2)*	51,672,000	3.81	43,442,312	3.20
Mr. Zhao Zhenzhong *(Note 2)*	63,192,000	4.66	53,127,547	3.92
Mr. Guo Wei *(Note 2)*	41,688,000	3.07	35,048,442	2.58
Other directors of the subsidiaries of the Company	27,000,000	1.99	22,699,768	1.67
Sub-total:	183,552,000	13.53	154,318,072	11.38
The Offeror and parties acting in concert with it				
Offeror	226,000,000	16.66	406,000,000	29.94
Public Shareholders				
Ms. Chen Miaoping	67,808,588	5.00	57,008,861	4.20
Other public Shareholders	878,811,166	64.80	738,844,820	54.48
Total	**1,356,171,754**	**100.00**	**1,356,171,754**	**100.00**

Note:

1. Percentage figures are rounded to two decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

2. The above figures are based on the assumption that each of Mr Qin Jiali, Mr Zhao Zhenzhong and Mr Guo Wei will tender 100% of his or her Shares for acceptance under the Partial Offer for illustration purpose only. However, as at the Latest Practicable Date, Mr Qin Jiali, Mr Zhao Zhenzhong and Mr Guo Wei intended to reject the Partial Offer in respect of their own beneficial shareholdings in the Company.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee, comprising Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris, being all independent non-executive Directors, who have no direct or indirect interest in the Partial Offer, was formed to give advice to the Qualifying Shareholders as to whether the Partial Offer is fair and reasonable and as to the acceptance of the Partial Offer.

The Board has appointed Grande Capital Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, as the Independent Financial Adviser to advise the Independent Board Committee and the Qualifying Shareholders in respect of the Partial Offer and, in particular, as to whether the Partial Offer is fair and reasonable and as to the acceptance of the Partial Offer. The appointment of Grande Capital Limited as the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code. The letter of advice from the Independent Financial Adviser in respect of the Partial Offer and the recommendations as to the Independent Board Committee and the Qualifying Shareholders is included in this Response Document.

RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 24 to 25 of this Response Document, which contains its recommendation to the Qualifying Shareholders in respect of the Partial Offer; and (ii) the letter from the Independent Financial Adviser set out on pages 26 to 54 of this Response Document, which contains its advice to the Independent Board Committee in connection with the Partial Offer, as well as the principal factors and reasons considered by it in arriving at its recommendation. Qualifying Shareholders should read these letters in conjunction with the Offer Document carefully before taking any action in respect of the Partial Offer.

The Directors (excluding the members of the Independent Board Committee whose view is set out in the "Letter from the Independent Board Committee" in this Response Document) concur with the views of the Independent Board Committee and the Independent Financial Adviser and are of the view that the Partial Offer is NOT fair and reasonable so far as the Qualifying Shareholders are concerned and accordingly recommend the Qualifying Shareholders NOT to accept the Partial Offer.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this Response Document.

You are also recommended to read carefully the Offer Document and the accompanying Form of Acceptance for further details in respect of the procedures for acceptance of the Partial Offer.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading of shares of the Company has been suspended since 2 December 2024 and will remain suspended until the Company demonstrates that it has fulfilled the Resumption Guidance to the satisfaction of the Stock Exchange.

Yours faithfully,
For and on behalf of the Board
Elife Holdings Limited
Zhao Zhenzhong
Executive Director

* *For identification purpose only*

易生活控股有限公司
Elife Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 223)

18 November 2025

To the Qualifying Shareholders,

Dear Sir or Madam,

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY MANGO FINANCIAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE 180,000,000 SHARES IN ELIFE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

We refer to the response document (the "**Response Document**") dated 18 November 2025 issued by the Company, of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Response Document.

We have been appointed by the Board to form the Independent Board Committee to consider and to advise the Qualifying Shareholders as to whether or not the Partial Offer is fair and reasonable and to make a recommendation as to the acceptance of the Partial Offer.

Grande Capital Limited has been appointed as the Independent Financial Adviser to advise us in respect of the above. Details of its advice and the principal factors taken into consideration in arriving at its recommendation are set out in the section headed "Letter from the Independent Financial Adviser" on pages 26 to 54 of the Response Document.

We also wish to draw your attention to the section headed "Letter from the Board" and the additional information set out in the appendices to the Response Document.

RECOMMENDATIONS

Having considered the terms of the Partial Offer and the advice from the Independent Financial Adviser, we concur with the Independent Financial Adviser's advice and consider that the Partial Offer is NOT fair and reasonable so far as the Qualifying Shareholders are concerned. On this basis, we concur with the Independent Financial Adviser's advice and we ourselves recommend the Qualifying Shareholders NOT TO accept the Partial Offer.

Notwithstanding our recommendations, the Qualifying Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. As different Qualifying Shareholders would have different investment criteria, objectives, risk preferences and tolerance levels and/or circumstances, we would recommend any Qualifying Shareholder who may require advice in relation to any aspect of the Offer Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser before making the decision to, whether or not, accept the Partial Offer. The Qualifying Shareholders also should note that acceptance of the Partial Offer may result in their holding odd lots of Shares. Furthermore, the Qualifying Shareholders are also reminded to read carefully the procedures for accepting the Partial Offer as detailed in the Offer Document, the appendices to the Offer Document and the Form of Acceptance, if they wish to accept the Partial Offer.

Yours faithfully,
The Independent Board Committee

Mr. Lin Qiu Cheng **Mr. Wang Anxin** **Mr. Wu Kwok Choi, Chris**

Independent non-executive Directors

The following is the text of the letter from the Independent Financial Adviser appointed to advise the Independent Board Committee, which has been prepared for the purpose of incorporation into this Response Document, setting out its advice to the Independent Board Committee in relation to the Partial Offer.

Grande Capital Limited
均富資本有限公司
Room 2701, 27/F., Tower 1, Admiralty Centre,
18 Harcourt Road, Admiralty
Hong Kong

18 November 2025

*To: the Independent Board Committee
of Elife Holdings Limited*

Dear Sirs,

RESPONSE DOCUMENT RELATING TO VOLUNTARY CONDITIONAL CASH PARTIAL OFFER BY MANGO FINANCIAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE 180,000,000 SHARES IN ELIFE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee in relation to the Partial Offer, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in this response document dated 18 November 2025 (the "**Response Document**") issued by Elife Holdings Limited (the "**Company**", collectively with its subsidiaries referred to as the "**Group**"), of which this letter forms part. Unless otherwise stated, capitalised terms used in this letter shall have the same meanings as those defined in this Response Document.

Reference is made to the Partial Offer Announcement, whereby the Board was informed by the Offeror on 14 May 2025 that the Offeror intended to make the Partial Offer (in compliance with the Takeovers Code) to acquire 180,000,000 Offer Shares (other than those Shares already owned by the Offeror and the Offeror's Concert Parties) at the Offer Price of HK$0.056 per Offer Share. The Offer Document accompanied with the Form of Acceptance was despatched on 4 November 2025.

The making of the Partial Offer is subject to (i) consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code; and (ii) the approval by the shareholders of the Offeror in respect of the Partial Offer at the EGM. Reference is also made to the announcement of the Offeror dated 28 October 2025 in relation to, among other things, poll results of the EGM. As disclosed in such announcement, the Offeror announced that all Pre-Conditions had been fulfilled on 28 October 2025.

As at the Latest Practicable Date, the Company has 1,356,171,754 Shares in issue. The Offeror and the Offeror's Concert Parties are, in aggregate, interested in 226,000,000 Shares, representing approximately 16.66% of the existing issued capital of the Company. Save for the above, as at the Latest Practicable Date, there are no outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares, nor has it entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

In accordance with Rules 2.8 of the Takeovers Code, the Independent Board Committee, which comprises all the independent non-executive Directors, who have no direct or indirect interest in the Partial Offer, namely Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris, has been established to make a recommendation to the Qualifying Shareholders as to whether the Partial Offer is fair and reasonable, and as to the acceptance of the Partial Offer.

We, Grande Capital Limited, have been appointed as the Independent Financial Adviser by the Company pursuant to Rule 2.1 of the Takeovers Code with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Partial Offer, and in particular as to whether the Partial Offer is fair and reasonable, and as to the acceptance of the Partial Offer.

OUR INDEPENDENCE

We are not associated or connected with the Company, the Offeror, their respective controlling shareholders or any party acting in concert with any of them. During the past two years, save for the current appointment as the Independent Financial Adviser to the Independent Board Committee in relation to the Partial Offer, we had no prior engagement with the Company or the Offeror. We are not in the same group as the financial or other professional advisers (including stockbrokers) to the Offeror and the Company. Pursuant to Rule 13.84 of the Listing Rules and Rule 2 of the Takeovers Code, and given that (i) remuneration for our engagement to opine on the terms of the Partial Offer is not conditional upon the outcome of the Partial Offer; (ii) no arrangement exists whereby we shall receive any fees or benefits (other than our said remuneration) from the Company or the Offeror, their respective controlling shareholders or any party acting in concert with any of them; and (iii) our engagement is on normal commercial terms, we are considered to be independent and can act as the Independent Financial Adviser to the Independent Board Committee in relation to the Partial Offer.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee, we have relied on the statements, information, opinions and representations contained or referred to in the Partial Offer Announcement, the Offer Document, the Response Document and/or information provided to us by the Company, the Directors and the management of the Company (collectively, the "**Management**"). Our review procedures include review of (a) the annual reports of the Group for the years ended 31 March 2024 and 2025 (the "**2024AR**" and "**2025AR**", respectively) and the interim reports of the Group for the six months ended 30 September 2024 (the "**2024IR**"); (b) the announcement of the Company dated 10 November 2025 in relation to, among other things, the profit warning of the Company for the year ended 31 March 2025 (the "**Profit Warning**"); (c) the Offer Document; (d) the announcement of the Offeror dated 4 June, 3 July, 1 August, 20 August, 19 September, 8 October, 28 October and 4 November 2025, in relation to, among other things, details of the Partial Offer and the revised timetable of the Partial Offer; (e) the Response Document; (f) the announcement of the Company dated 21 August 2024, in relation to, among other things, the invalid purported requisition relating to the removal of certain Directors and appointment of Directors (the "**Invalid Purported Requisition**") and the announcement of the Company dated 30 August 2024, in relation to, among other things, the Company not convening an extra ordinary general meeting pursuant to the Invalid Purported Requisition; (g) the announcements of the Company dated 4 November 2024, 17 November 2024, 20 December 2024, 27 December 2024, 5 January 2025, 10 January 2025, 21 February 2025, 24 February 2025, 7 March 2025, 11 March 2025 and 25 March 2025 and the circular of the Company dated 14 November 2024, in relation to, among other things, the purported requisition relating to the removal of certain Directors and appointment of Directors (the "**Purported Requisition**"); (h) the announcements of the Company dated 30 September 2024, 25 October 2024 and 21 November 2024, in relation to, among other things, the proposed issue by way of rights of the rights shares (the "**Rights Issue**"); (i) the announcements of the Company dated 29 November 2024, 12 December 2024, 7 January 2025, 28 January 2025, 30 April 2025, 30 June 2025 and 7 July 2025, in relation to, among other things, the delay in the publication of the interim results of the Company for the six months ended 30 September 2024 (the "**2024 Interim Results**"), the establishment of the independent investigation committee, the appointment of the independent forensic accountant and updates on the forensic investigation and internal control review(the "**Forensic Investigation and IC Review**"); (j) the announcements of the Company dated 26 November 2024, 29 November 2024, 2 December 2024 and 23 January 2025 in relation to, among other things, the resignation of key personnel of the Company and/or suspension of duties of certain Directors; (k) the announcements dated 5 March 2025, 6 March 2025, 11 March 2025, 13 March 2025 and 12 September 2025 in relation to appointment of certain Directors, the resignation of the Company Secretary and the appointment of Company Secretary (the "**Board Composition Change**"); (l) the announcements of the Company dated 16 January 2025, 28 February 2025, 2 June 2025 and 2 September 2025 in relation to, among other things, the resumption guidance (the "**Resumption Guidance**") and quarterly update on progress of the resumption of trading in the Shares; (m) the announcement dated 22 April 2025 in relation to a legal proceeding in respect of a fund-raising transaction; (n) relevant announcements published by the Offeror; (o) other relevant announcements published by the Company; (p) the share price performance; (q) the trading liquidity of the Company; and (r) comparable companies to the Company.

We have assumed that all statements, information, opinions and representations contained or referred to in the Partial Offer Announcement, the Offer Document, the Response Document and/or information provided to us were true, accurate and complete at the time they were made and continued to be so as at the Latest Practicable Date. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Offer Document and the Response Document, save and except for this letter of advice. The Company will notify the Qualifying Shareholders of any material change to the information contained or referred to in the Response Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Qualifying Shareholders will also be informed as soon as possible when the re is any material change to the information contained or referred to herein as well as changes to our opinions, if any, after the Latest Practicable Date and throughout the Offer Period.

We consider that we have reviewed sufficient information to reach an informed view, to justify our reliance on the accuracy of the information contained in this Response Document and to provide a reasonable basis for our advice. We have no reason to believe that any statement, information, opinion or representation relied on by us in forming our opinions is untrue, inaccurate or misleading, nor are we aware of any material fact whose omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business, financial conditions and affairs or the future prospects of the Group nor have we carried out any independent verification of the information supplied to us.

As set out in the responsibility statement in Appendix II of this Response Document, all the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Response Document and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Response Document have been arrived at after due and careful consideration and there are no other facts not contained in the Response Document, the omission of which would make any statement in this Response Document misleading.

As set out in the responsibility statement in Appendix II of the Offer Document, the directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in the Offer Document and confirms, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Offer Document have been arrived at after due and careful consideration and there are no other facts not contained in the Offer Document, the omission of which would make any statements in this Offer Document misleading. The information relating to the Company/ Group in the Offer Document has been extracted from or based on the published information of the Company, including its annual report for the financial year ended 31 March 2024, the Previous Response Documents, its Monthly Return and the record made of disclosures of interests in its shares pursuant to Part XV of the SFO available on the website of the Stock Exchange. The only responsibility accepted by the directors of the Offeror in respect of such information is for the correctness and fairness of its reproduction or presentation.

We have not considered the taxation implication, if any, on the Qualifying Shareholders as a result of the acceptance or non-acceptance of the Partial Offer. We will not accept responsibility for any tax effect or liability that may potentially be incurred by the Qualifying Shareholders as a result of the Partial Offer. In particular, Qualifying Shareholders who are subject to Hong Kong or overseas taxation on dealings in securities are urged to seek advice from their own professional advisers on tax matters.

This letter is issued for the information of the Independent Board Committee and the Qualifying Shareholders solely in connection with their consideration of matters relating to the Partial Offer, and, except for its inclusion in this Response Document, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED FOR THE PARTIAL OFFER

In assessing the Partial Offer and in giving our recommendation to the Independent Board Committee, we have taken into account the following principal factors and reasons:

1. Terms and Conditions of the Partial Offer

The Partial Offer

Mango Financial is making the Partial Offer for and on behalf of the Offeror in compliance with the Takeovers Code and on the terms set out in the Offer Document at the following Offer Price:

For each Offer Share . . . . **HK$0.056 in cash**

The Offer Price of HK$0.056 per Share was determined after taking into account, among other things, the historical closing prices of the Shares prior to the Trading Suspension, the trading liquidity of the Shares prior to the Trading Suspension, the financial performance of the Company, and the risk posed in case the Company is unable to meet the Resumption Guidance and the Shares are delisted.

The Company confirms that, as at the Latest Practicable Date, (a) it has not declared any dividend which is not yet paid; and (b) it does not have any intention to declare or pay any future dividends or make other distributions prior to and including the date of closing or lapse of the Partial Offer. If, after the Latest Practicable Date and up to the Final Closing Date, any dividend or other distribution is declared in respect of the Offer Shares and the record date of which falls on or before the Final Closing Date, the Offeror reserves the right to reduce the Offer Price by an amount equal to the net amount of such dividend or other distribution in respect of each Offer Share, in which cast any reference made to the Offer Document or any announcement or document to the Offer Price will be deemed to be a reference to the Offer Price as so reduced.

Pre-Conditions to the Partial Offer

As disclosed in the Partial Offer Announcement, the making of the Partial Offer was subject to the obtaining of (i) consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code; and (ii) the approval by the shareholders of the Offeror in respect of the Partial Offer at the EGM.

As disclosed in the announcement of the Offeror dated 28 October 2025 in relation to, among other things, poll results of the EGM, the Offeror announced that all Pre-Conditions had been fulfilled on 28 October 2025.

Condition of the Partial Offer

As disclosed in the Offer Document, the Partial Offer is subject to the Condition that valid acceptances being received (and not, where permitted, withdrawn) in respect of a minimum of 180,000,000 Offer Shares at or before 4:00 p.m. (Hong Kong time) on the First Closing Date, which shall be at least 28 days following the Despatch Date of the Offer Document issued by the Offeror in respect of the Partial Offer, or such later date as may be announced by the Offeror in accordance with the requirements of the Takeovers Code.

In the event that valid acceptances are received:

(i) for less than the required number of 180,000,000 Offer Shares by the First Closing Date, unless the First Closing Date is extended in accordance with the requirements of the Takeovers Code, the Partial Offer will not proceed and will lapse immediately; and

(ii) for not less than the required number of 180,000,000 Offer Shares on or before the First Closing Date, the Offeror will declare the Partial Offer unconditional as to acceptances on or before the First Closing Date.

Pursuant to Rule 15.1 of the Takeovers Code, where the Company's board circular is posted after the date of the Offer Document, the Partial Offer must initially be open for acceptance for at least 28 days following the Despatch Date.

Pursuant to Rule 15.3 of the Takeovers Code, where a conditional offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. Pursuant to Rule 28.4 of the Takeovers Code, if the Partial Offer has been declared unconditional as to acceptances prior to the First Closing Date, provided that Rule 15.3 of the Takeovers Code is complied with, the Offeror cannot extend the Final Closing Date to a day beyond the 14th day after the First Closing Date.

Accordingly, if the acceptance condition of the Partial Offer is fulfilled during the period between the Despatch Date and the date which is 14 days before the First Closing Date, the Offeror must declare the Partial Offer unconditional as to acceptances on the day the acceptance condition is met, provided that the Partial Offer would remain open for acceptance for not less than 14 days thereafter, and the Offeror cannot extend the First Closing Date and the Final Closing Date would be on (but no earlier than) the First Closing Date. If the acceptance condition of the Partial Offer is fulfilled within the 14-day period before the First Closing Date, the Partial Offer would remain open for acceptance for 14 days after the Partial Offer is declared unconditional as to acceptance (i.e. the Final Closing Date).

For the avoidance of doubt, the Company has no knowledge and information as to whether the condition above has been fulfilled as at the Latest Practicable Date.

Pursuant to the Offer Document, the Offeror will issue an announcement in relation to the revision, extension or lapse of the Partial Offer or the fulfilment of the condition above in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Partial Offer unconditional in all respects is 7:00 p.m. on 5 January 2026.

2. Information on the Group

(a) Principal business of the Group

As disclosed in the Letter from the Board and 2025AR, the Group is principally engaged in the supply chain business for branded goods and consumer products in the Greater China region. The Group's core activities encompass a comprehensive range of brand digitisation services, such as brand management, brand promotion and brand supply chain, thereby establishing an integrated industry chain. In addition, the Company is also engaged in the supply chain, sales and marketing, and brand building of daily cleaning, anti-epidemic and licensed branded consumer goods. As disclosed in the 2025AR, the Group is currently expanding its business into various consumer goods markets through partnership with TCL Commercial to extended their brand supply chain into smart home appliances and consumer electronics during FY2025 (as defined below).

In summary, the Group principal business includes:

(a) Supply chain

The Group is engaged in the comprehensive supply chain business for branded goods, consumer products and commodities, focusing on assisting brand suppliers to expand their online and offline sales channels, establishing direct sales channels with end customers (B2C2C), and offering various value-added services such as brand building, management and promotion for brand owners (or their advertising agents) to form a complete industry chain. The brand promotion services that Group offers includes digital intelligent marketing plan to enhance customers' brand awareness and boost product sales through different online and offline platforms, including scenario-based digital media in hotel venues and various social media platforms such as TikTok, Kuaishou. etc.

(b) Daily cleaning and anti-epidemic products

The sales of daily cleaning, anti-epidemic and other consumable products business of Group is principally in relation to the sale, marketing and brand building of the products under the brand "易安生"/"E'ANSN" which the Group possesses and the supply chain including the formula, brand and package design of the anti-epidemic and daily cleaning products.

(c) Licensed branded consumer goods

The business in relation to sale of licensed branded consumer goods includes licensed branded watches and ladies' handbags through the established sales channels, including direct export sales, e-commerce app and live video streaming television channels (covering several television networks in Beijing, Jiangxi, Shandong and Sichuan).

(b) Historical financial information of the Group

Financial performance of the Group

Set out below is a summary of the consolidated financial information of the Group for the years ended 31 March 2024 ("**FY2024**") and 31 March 2025 ("**FY2025**") as extracted from the 2024AR and 2025AR, respectively:

	FY2025	**FY2024**
	HK$'000	*HK$'000*
	(Audited)	*(Audited)*
Continuing operations		
Revenue	177,551	184,086
– Supply Chain business	167,227	174,311
– Daily cleaning, anti-epidemic and other consumable products	9,496	8,055
– Licensed branded consumer goods	828	1,720
Cost of sales	(161,640)	(152,226)
Gross Profit	**15,911**	**31,860**
Selling expenses	(10,710)	(4,211)
Other operating expenses	(24,130)	(24,096)
Net allowance for expected credit losses on trade and other receivables	(32,503)	(27,767)
Loss for the year from continuing operations	**(55,732)**	**(28,954)**
Loss for the year from discontinued operation	(41,154)	(1,954)
Loss for the year	**(96,886)**	**(30,908)**

FY2025 compared with FY2024

The Group's revenue was generated from the supply chain business segment, the daily cleaning, anti-epidemic and other consumable products segment, and the licensed branded consumer goods segment. For FY2025, the Group recorded turnover of approximately HK$177.6 million (FY2024: approximately HK$184.1 million), largely consistent with previous year. During the first half of 2025, the Group reported a substantial year-on-year revenue increase of 179%, which was mainly driven by the strategic expansion of the supply chain business with a focus on brand promotion services, which commenced in the second half of 2023. The brand promotion services include digital intelligent marketing plans to customers to enhance customers' brand awareness and boost product sales through online and offline platforms – including hotel media and social media platforms such as TikTok, Kuaishou. In particular, for the supply chain business segment, revenue from provision of brand promotion services increased by three times during the first half of 2025 as compared to that of last year and the revenue from sales of commodities also rose by 2.5 times, reflecting the sales team's success in diversifying the product portfolio and expanding the customer base. Notwithstanding the strong first-half performance in 2025, full-year revenue moderated to a level consistent with FY2024, principally due to the Board Composition Change and suspension of duties of certain Executive Directors for a certain period of time in the second half of 2025 leading to the unstable operation and loss of some major customers accounts.

The Group's gross profit for FY2025 has decreased to approximately HK$15.9 million (FY2024: approximately HK$31.9 million), representing a decrement by approximately 50% compared to last year. A gross profit of approximately HK$10.86 million with average gross profit margin of 8.8% was generated by the provision of brand promotion services that the Group started during FY2025 (FY2024: approximately HK$28.3 million). The decline in gross profit was primarily a result of the Group's strategic expansion in its supply chain business which increased its cost of sales, and the Group's strategic decision to offer volume-based rebates to certain brand promotion clients.

In addition to the decrement in gross profit for FY2025, the Group recorded net allowance for ECL on trade and other receivables which is of non-cash nature during FY2025 of approximately HK$32.5 million (FY2024: approximately HK$27.8 million). The increase was mainly due to (i) the additional allowance for ECL of approximately HK$18.6 million on trade receivables with reference to the aging of the outstanding balances as at 31 March 2025; (ii) the additional allowance for ECL of approximately HK$4.6 million due to a high level of impairment risk related to the loan granted to Graceful Ocean International Group Holding Limited; and (iii) net allowance for ECL of approximately HK$9.3 million for certain long outstanding other receivables where the expected possibility of repayment was considered remote.

During FY2025, the Group recorded selling expenses of approximately HK$10.7 million (FY2024: approximately HK$4.2 million). The increment was mainly due to (i) the additional headcount recruited for the development of the supply chain business segment and offering of various value-added services, such as brand promotion, to our customers in the first half of the financial year and (ii) the participation in 'City Corridor' project since April 2024, through which the Group acquired offline advertising spaces in mid-to-high-end hotel clusters across major cities in China for providing a physical platform for supply chain customers to showcase products and run promotional campaigns, thereby amplifying the marketing impact.

In addition, the Group has completed the disposal of Admiral Glory Group Global Limited and its subsidiaries for a cash consideration of approximately HK$22,000 on 28 June 2024 and the results of which are considered as discontinued operation in the consolidated financial statements for FY2025 and FY2024, respectively.

Despite the Group has achieved a gross profit of approximately HK$15.9 million during the year by making a proactive effort in developing its businesses, the Group has recognised (i) loss on disposal of Admiral Glory Group Global Limited and its subsidiaries as mentioned above of approximately HK$40.7 million (2024: Nil); (ii) net allowance for ECL on trade and other receivables which is of non-cash nature of approximately HK$32.5 million (2024: approximately HK$27.8 million) and impairment losses and written-off of property, plant and equipment and right-of-use assets of approximately HK$2.5 million (2024: approximately HK$173,000), which are of non-cash nature, during the year. As a result, the Group recorded a loss for the year of approximately HK$96.9 million (2024: approximately HK$30.9 million), representing an increase of approximately 2.1 times from the previous year. Excluding the one-off expenses in (i) and (ii), the Group would have achieved a loss from operating activities in the amount of approximately HK$18.6 million for FY2025, compared to a profit from operating activities of approximately HK$4.6 million for FY2024 if calculated on the same basis.

Financial position of the Group

Set out below is a summary of the audited consolidated financial positions of the Group extracted from the 2025AR:

	As at 31 March 2025 (Audited) HK$'000	As at 31 March 2024 (Audited) HK$'000
Non-current assets	**1,134**	**5,846**
Current assets	**131,578**	**249,813**
– Trade receivable	80,030	167,046
Assets classified as held for sale	–	5,019
Total assets	**132,712**	**255,659**
Non-current liabilities	**505**	**2,015**
Current liabilities	**82,136**	**201,409**
Total liabilities	**82,641**	**203,424**
Total assets less current liabilities	**50,576**	**54,250**
Equity attributable to owners of the Company	**50,540**	**124,095**
Non-controlling interest	**(469)**	**(71,860)**
Total equity	**50,071**	**52,235**

As at 31 March 2025

As at 31 March 2025, the Group had available cash and cash balances amounted to approximately HK$18.5 million (31 March 2024: approximately HK$27.1 million). Net current assets of the Group on 31 March 2025 amounted to approximately HK$49.4 million (31 March 2024: approximately HK$48.4 million). As at 31 March 2025, the Group's total current assets and current liabilities were approximately HK$131.6 million (31 March 2024: approximately HK$249.8 million) and HK$82.1 million (31 March 2024: approximately HK$201.4 million), respectively, while the current ratio was approximately 1.6 times (31 March 2024: approximately 1.2 times). Non-current assets as at 31 March 2025 decreased to approximately HK$1.1 million from approximately HK$5.8 million mainly attributable to the impairment losses and written off of property, plant and equipment and right-of-use assets during FY2025. For substantial decrement in current assets as at 31 March 2025 was mainly attributable to the decrease in trade receivables by approximately 52.1% from approximately HK$167.0 million as at 31 March 2024 to approximately HK$80.0 million as at 31 March 2025 due to faster settlements received from customers. As at 31 March 2025, the Group's assets liabilities ratio (total liabilities to total assets) was approximately 0.6 times (31 March 2024: approximately 0.8 times). As at 31 March 2025, total liabilities of the Group decreased to approximately HK$82.6 million from approximately HK$203.4 million, mainly attributable to (i) substantial reduction in trade payables by approximately 60.6% from approximately HK$129.3 million as at 31 March 2024 to approximately HK$51.0 million as at 31 March 2025 resulted from faster settlement to its creditors; and (ii) absence of liabilities associated with assets classified as held for sale as at 31 March 2025 while amounted to approximately HK$33.9 million as at 31 March 2024. The Group's total equity decreased from approximately HK$52.2 million as at 31 March 2024 to approximately HK$50.1 million as at 31 March 2025, which was due to the combined effects of (i) loss recorded for FY2025; (ii) Share Subscription under general mandate by the Offeror on 25 September 2024, which has increased the share capital and share premium by approximately HK$27.8 million; and (iii) disposal of Admiral Glory Group Global Limited and its subsidiaries on 28 June 2024.

(c) Future prospects and recent developments of the Group

(i) Business performance and internal control

As disclosed in the Letter from the Board, the Group is principally engaged in the supply chain business for branded goods and consumer products in the Greater China region.

As disclosed in the 2025AR, the Group recorded continuous loss attributable to owners of the Company of approximately HK$26.4 million, HK$40.8 million, HK$21.7 million, HK$32.0 million and HK$97.8 million each of the five years ended 31 March 2021, 2022, 2023, 2024 and 2025, respectively. The increment in loss of the Group for the year ended 31 March 2025 was mainly due to disposal of subsidiaries, excluding the one-off effect of disposal, the loss would be approximately HK$57.1 million.

According to 2025AR, the decrease in gross profit for FY2025 was mainly attributable to an increase in its cost of sales as a result of the Group's strategic expansion of the supply chain business and the strategic decision to offer volume-based rebates to certain brand promotion clients compared to FY2024.

Also, it is worth noting that (a) the Group actually reported a substantial 179.0% year-on-year revenue increase for the first half of FY2025 driven by the strategic expansion of the supply chain business, which commenced in the second half of 2023; (b) revenue from provision of brand promotion services standalone increased by 3 times during the first half of FY2025 as compared to that of FY2024 and revenue from sales of commodities also rose significantly by 2.5 times for the same period reflecting the sales team's success in diversifying the product portfolio and expanding the customer base; (c) the Company forged strategic partnership with leading enterprise TCL Commercial Information Technology

(Huizhou) Limited Liability Company, a Fortune Global 500 company, for expansion in the Company's brand supply chain footprint in smart home appliances and consumer electronics, enhancing penetration in technology-driven consumer markets; (d) the initial agreement with ZhiHang Feigou to leverage their revolutionary drone technology and application to elevate the e-commerce and logistic infrastructure and advance the supply chain integration capacity to produce a more efficient, intelligent and comprehensive supply chain service. Therefore, we believed that the deteriorated results in FY2025 was mainly affected by the suspension of trading in the Shares since December 2024, Board Composition Change and suspension of duties of certain executive directors who are responsible for business operations of the Group and reshuffle of the Board, which resulted in the loss of some major customers accounts and significant slowdown in business development, and, revenue trends moderated in the second half of FY2025. With the continual efforts from the existing management after the Board Composition Change, the business operation is stabilized and significant new business opportunities was also introduced by the existing management, it is likely that would have positive impact on the business in the provision of brand promotion services in the near future.

Nonetheless, at the same time, apart from PRC, the Company is actively expanding into the international markets by starting its brand supply chain business in Southeast Asia aiming to create a powerful and connected global network. As at the Latest Practicable Date, the Company has successfully entered into a global AI business travel supply chain purchase agreement with a Taiwanese Company in relation to supply by the company of AI intelligent hardware associated software systems, SaaS services and brand licenses for a contract sum up to approximately US$82.5 million (equivalent to approximately HK$640 million). This signifies the Company's continual effort, execution ability and successful business development strategy so as to create lasting value for all stakeholders.

As disclosed in the announcement of the Company dated 30 April 2025, the Company has engaged Acclime Corporate Advisory (Hong Kong) Limited ("**Independent Investigator**") as the independent forensic accountant in place of McMillan to conduct the forensic investigation ("**Forensic Investigation**") on the Governance Issues that have led to the delay in the publication of the 2024 Interim Results and the despatch of the 2024IR including the alleged unusual transactions entered into between certain operating subsidiaries of the Company established in the PRC and certain companies established in the PRC with insufficient documentary evidence on the income generated, costs incurred, the nature of the relationship between the relevant parties to such transactions and the investment activities of such operating subsidiaries during the period of the six months ended 30 September 2024 (the "**Allegations**").

As at the Latest Practicable Date, the Independent Investigator has completed the Forensic Investigation and issued the Forensic Investigation Report on 30 June 2025. The Independent Investigator has also issued supplemental letters to the Independent Committee and the Stock Exchange on 6 August 2025 and 6 November 2025 to supplement its review procedures and findings of the Forensic Investigation in order to address the queries and observations made by the Stock Exchange in relation to the Forensic Investigation. The Company is in the process of replying queries from the Stock Exchange on the Forensic Investigation Report and its supplemental letters. Based on the findings of the Forensic Investigation Report and supplemental letters issued by the Independent Investigator, the Independent Investigator is of the view that there is no (or insufficient) evidence to support any of the allegations made by the previous Board (save for Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) regarding the Allegations to be true or made with reasonable basis, in particular there is no (or insufficient) evidence to suggest any reasonable regulatory concern about the integrity, character and competence of the Group's management and/or any person with substantial influence over the Company's management and operations (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei who are the targets of the Forensic Investigation). Also, based on the review of the findings of the Forensic Investigation, nothing has come to the attention of the Independent Committee and the Board (save for Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) that gives rise to concern about the integrity, competence or character of the Directors or senior management of the Company (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) which may pose a risk to investors and damage market confidence. For details of the Forensic Investigation, please refer to the announcement of the Company dated 18 November 2025 in relation to the key findings and results of the Forensic Investigation.

As disclosed in the announcement of the Company dated 30 April 2025, the Company has engaged SHINEWING Risk Services Limited as its internal control consultant (the "**IC Consultant**") to conduct a review of the internal control systems and procedures of the Group (the "**Internal Control Review**"), and to provide recommendations and perform follow-up review (the "**Follow-up Review**") on the remedial measures implemented by the Company. The scope of the Internal Control Review included a review on the procedures, systems, controls (including accounting and management systems) of the Group, covering the period from 1 April 2024 to 31 March 2025. The Follow-up Review covered the period from 1 April 2025 to 31 October 2025.

As at the Latest Practicable Date, the IC Consultant has completed the Internal Control Review and the Follow-up Review. The IC Consultant has also taken into account the queries made by the Stock Exchange in relation to the Internal Control Review and updated the Internal Control Review report. The Company is in the process of replying queries from the Stock Exchange on the Internal Control Review Report. Based on the findings of the Internal Control Review report, the IC Consultant confirmed that the Group has implemented all the remedial measures suggested in the Internal Control Review report to address the identified internal control deficiencies. The IC Consultant is of the view that the Group's current internal control system is adequate and effective in preventing and detecting the internal control issues identified in the Forensic Investigation Report and the Internal Control Review Report, and in complying with the requirements of the Listing Rules.

For details of the Internal Control Review and the views of the Independent Committee in relation to the Internal Control Review, please refer to the announcement of the Company dated 18 November 2025 in relation to the key findings and results of the Internal Control Review.

(ii) Outstanding financial results of the Company

As disclosed in the announcement of the Company dated 6 November 2025, the Board meeting was held on 18 November 2025 for the purpose of approving, inter alia, the 2024 Interim Results and the 2025 Annual Results and their publication. As at the date of the Response Document, the Company has published all outstanding financial results required under the Listing Rules (i.e. the 2024 Interim Results, the 2025 Annual Results, the 2024IR and 2025AR) on 18 November 2025.

No modified or qualified opinion, emphasis of matter or material uncertainty related to going concern was contained in the reports of the auditors of the Company in respect of the 2025AR.

(iii) The suspension of trading and the Resumption Guidance

References are made to the announcements of the Company dated 29 November 2024, 12 December 2024, 7 January 2025 and 28 January 2025, in relation to, among other things, the suspension of trading in the Shares and the announcement of the Company dated 16 January 2025, in relation to, among other things, the Resumption Guidance. As the Latest Practicable Date, the Company has made substantial and positive development and progress in fulfilling the Resumption Guidance including the following: (a) published all outstanding financial results required under the Listing Rules and no audit modifications; (b) completed an independent forensic investigation into the Issues, assess the impact on the Company's business operation and financial position and announced the findings on 18 November 2025 and take appropriate remedial actions; (c) demonstrated that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any person with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence; (d) completed an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules; (e) continued seeking expansion in its business with secured material contracts with overseas market as mentioned above and demonstrated the Company's compliance with Rule 13.24 of the Listing Rules; and (f) informed the market of all material information for the Company's shareholders and other investors to appraise the Company's position. For further details of the resumption progress, please refer to "Letter from the Board".

Taking into account the above circumstances, the Board has reasonable grounds to believe that the resumption progress is satisfactory, however, up to the Latest Practicable Date, the Company has yet received any clearance from the Stock Exchange on the fulfilment of all Resumption Guidance. Therefore, under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 1 June 2026. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 1 June 2026, the Listing Division of the Stock Exchange will recommend the Listing Committee of the Stock Exchange to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period or to cancel the listing of the Company immediately, where appropriate.

We remind the Qualifying Shareholders that if the listing status of the Company is eventually cancelled by the Stock Exchange, they will be holding the Shares of an unlisted public/private company, where trading of the Shares will no longer be easily accessible and no information transparency as compared to the platform offered by the Stock Exchange. Accordingly, we are of the view that the Partial Offer on the other hand can provide an opportunity for Qualifying Shareholders to exit at a price which is at premium to the closing price of the Shares prior to the suspension of trading of the Shares since 2 December 2024, with the suspension of the trading in the Shares in place until the Company meets all Resumption Guidance and remedies the issues causing its trading suspension and fully complies with the Listing Rules to the Stock Exchange's satisfaction.

Contrary to the Offeror's Allegations set out in the Offer Document, since the reconstitution of the Board in mid-March 2025, the management of the Company has been working closing with its professional advisers and proactively taking all necessary and appropriate steps to comply with the Resumption Guidance with the aim to resuming trading in its shares on the Stock Exchange as soon as practicable. Meanwhile, the Company has published all the outstanding financial results as required under the Listing Rules and demonstrated the compliance of Rule 13.24, taking into account that the resumption deadline will be 1 June 2026, we are of the view that the chance of resumption of trading of Shares is optimistic. In addition, with respect to the material contract entered with a contract sum of approximately US$82.5 million, it is expected to generate more than HK$300 million revenue to the Group for the next two years, we also expect that the Group will have a better prospect with solid revenue stream.

3. Information on the Offeror

(i) The Offeror

As set out in the "Letter from Mango Financial" contained in the Offer Document, the Offeror is a limited liability company incorporated in the Cayman Islands with its shares listed on the Main Board of the Stock Exchange (stock code: 1217). The Offeror is principally engaged in investments with its principal investment objective to achieve medium to long-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong and the PRC.

As at the Latest Practicable Date, the Offeror is held by Harvest Rise Investments Limited as to approximately 29.82%, which is a private company wholly and beneficially owned by China Trends Holdings Limited ("**China Trends**"), a public company incorporated in the Cayman Islands (the shares of which were formerly listed on GEM of the Stock Exchange (stock code: 8171)), which is in turn indirectly held by China Technology Education Trust Association (the "**Trust Association**") as to approximately 29.45%, being the single largest shareholder of China Trends. The remaining shareholding interest in China Trends is held by independent third parties of the Offeror. The Trust Association is a society registered under the provisions of section 5A(1) of the Societies Ordinance (Chapter 151 of the Laws of Hong Kong) in 2005, which is a charitable society providing charity and financial aid to technology education and employment in Hong Kong and Mainland China.

The Offeror and the parties acting in concert with it held 226,000,000 Shares, representing approximately16.66% of the Company's issued share capital, as at the Latest Practicable Date.

Further details are set out in the "Letter from Mango Financial" contained in the Offer Document.

(ii) Offeror's intention in relation to the Partial Offer

As disclosed in the "Letter from Mango Financial" contained in the Offer Document, the Offeror is not satisfied with the resumption progress of the Company and to follow up on (a) the Resumption Guidance, (b) the timely publication of the financial results of the Company required under the Listing Rules, (c) the investigation of Ms. Qin Jiali and Mr. Zhao Zhenzhong, both being the executive Directors and the authorised representatives of certain operating subsidiaries of the Group in the PRC, who were alleged to have entered into unauthorised or unusual transactions with certain companies established in the PRC and to have failed to provide sufficient written documentary evidence to support the revenue generated by these operating subsidiaries during the six months ended 30 September 2024, and (d) any remedial and/or rectification actions required. Please refer to the Company's announcements dated 29 November 2024, 12 December 2024, 7 January 2025, 16 January 2025, 28 January 2025 and 28 February 2025 for these various issues (collectively, the "**Governance Issues**").

In addition, the Offeror is also not satisfied with (i) the fact that the two former Directors (namely, Mr. Xiang Xin and Ms. Chen Xinqiong) nominated by the Offeror in connection with the Share Subscription were removed as Directors with effect from 11 March 2025, subsequent to which the Offeror has no representative on the board of the Company up to the latest practicable date of the Offer Document. The removal of the aforementioned Directors has seriously affected the Offeror's management rights over the Company as an investor; and (ii) Mr. Guo Wei's performance as a Director, whose directorship was previously suspended as he has (a) allegedly neglected to carry out his duties as a Director to accept full responsibility for the accuracy of information contained in the Previous Response Document pursuant to Rule 9.3 of the Takeovers Code; and (b) allegedly failed to be in contact with the management of the Company since 21 February 2025 for no apparent reason despite the repeated and consistent attempts by the Company, details of which are set out in the Company's announcement dated 5 March 2025. The Offeror also notes that at the extraordinary general meeting of the Company held on 25 April 2025, the ordinary resolution proposed thereat to remove Mr. Guo Wei as a Director with immediate effect was voted down by the Shareholders based on the poll results announcement of the Company dated 25 April 2025 (collectively, the "**Directorship Issues**" and together with the "**Governance Issues**", the "**Issues**"). In addition, according to the Offer Document, the Offeror has made claims against the Company in relation to certain representations made by the Company under the Share Subscription regarding certain alleged governance deficiencies ("**Undisclosed Matters**"), which was alleged by the Offeror that such Undisclosed Matters were not made known to the Offeror at the time of Subscription. According to the Offer Document, the Offeror alleged that it intended to increase its stake in the Company to exert further pressure and influence on the Company and its management with the view to addressing and resolving the Issues and Undisclosed Matters.

As an investment company, the Offeror has been actively seeking suitable investments to be made in listed and unlisted companies which are of high quality, so that the Offeror could strive for medium to long term gains from capital appreciation in the course of securitization of corporate assets invested.

The Offeror is now particularly concerned with its investment in the Company which has greatly impaired by the Issues. Yet, pursuant to Rules21.04(3)(a) and 21.12(5) of the Listing Rules, the Offeror is not allowed to take up a controlling take in another listed company. The Offeror therefore could not address and rectify the Issues by taking up a controlling stake in the Company nor is there an apparent open market to dispose of its investment in the Company.

As a result, the Offeror sees it appropriate to increase its stake in the Company short of becoming its controlling shareholder, in order to exert further pressure and influence on the Company and its management to address and rectify the Issues to the Offeror's satisfaction. In particular, upon completion of the Partial Offer, the Offeror will be able to exercise its veto rights in respect of any special resolution(s) requiring a majority of not less than three-fourths of votes cast by the Shareholders at the general meeting of the Company pursuant to the amended and restated articles of association of the Company or the laws of the Cayman Islands. As such, the Offeror considers that the foregoing are necessary steps in safeguarding its investment in the Company and provide negotiation leverage in exerting further pressure and influence on the Company.

Further details are set out in the "Letter from Mango Financial" contained in the Offer Document.

(iii) Public Float of the Company

As disclosed in the Letter from the Board, as at the Latest Practicable Date, the Company has a public float of approximately 68.47% of the Shares in issue. Assuming(i) full acceptance of the Partial Offer by the Qualifying Shareholders; and (ii) that there are no changes to the issued share capital of the Company between the Latest Practicable Date and up to the Final Closing Date, the Company will have a public float in excess of 25% of the Shares in issue immediately following the close of the Partial Offer. Accordingly, the number of Shares in public hands will continue to meet the 25% minimum public float requirement under Rule 8.08 of the Listing Rules.

The Stock Exchange has stated that if, at the close of the Partial Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market.

then it will consider exercising its discretion to suspend dealings in the Shares.

As at the Latest Practicable Date, the Company had a public float of approximately 64.80% of the Shares in issue. Assuming (i) full acceptances of the Partial Offer by the Qualifying Shareholders; and (ii) that there are no changes to the issued share capital of the Company between the Latest Practicable Date and up to the Final Closing Date, the Company will have a public float in excess of 25% of the Shares in issue immediately following the close of the Partial Offer. Accordingly, the number of Shares in public hands will continue to meet the 25% minimum public float requirement under Rule 8.08 of the Listing Rules. As stated in the Offer Document, the Offeror intends that the Company to remain listed on the Stock Exchange, and the directors of the Offeror and the new directors to be appointed to the Board of the Company (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

(iv) Compulsory acquisition

The Offeror will not have the power of compulsory acquisition of any Offer Shares outstanding and not acquired under the Partial Offer after the close of the Partial Offer. Further details are set out in the "Letter from Mango Financial" contained in the Offer Document.

(v) Response of the Company on the Offeror's intention in relation to the Partial Offer

The Partial Offer is uninvited and as at the Latest Practicable Date, the Offeror and the Board have not had any discussion on the long-term strategic and development plan on the Group and its employees. The Offeror is seeking to increase its stake in the Company short of becoming a controlling shareholder of the Company. The Board also noted that the Offeror has no intention to carry out any major changes to the business of the Company (including any redeployment of the fixed assets of the Company), or to the continued employment of the employees of the Group as disclosed in the Offer Document.

(vi) Our view

Considering that (1) the Partial Offer is uninvited and as at the Latest Practicable Date, the Offeror and the Board have not had any discussion on the long-term strategic and development plan on the Group, and (2) while the Offeror is principally engaged in investments with its principal investment objective to achieve medium to long-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong and the PRC, the Offer Document merely mentioned that the Offeror would like to address and rectify the Issues claimed by itself and lacks information as to the future development plan in relation to the business industry of the Group, we are of the view that it is uncertain whether the background and intention of the Offeror are beneficial to the Company and in the interests of the Company and the Qualifying Shareholders as a whole.

4. Analysis of the Offer Price

To assess the fairness and reasonableness of the Offer price, we have considered the following factors:

(a) Comparison of the Offer Price

The Offer Price of HK$0.056 per Offer Share represents:

(i) a discount of approximately 48.62% to the closing price of HK$0.109 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 50.00% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the trading day immediately before the Last Trading Day of approximately HK$0.112 per Share;

(iii) a discount of approximately 50.44% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day of approximately HK$0.113 per Share;

(iv) a discount of approximately 49.09% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day of approximately HK$0.110 per Share;

(v) a discount of approximately 52.14% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of approximately HK$0.117 per Share;

(vi) a discount of approximately 39.13% to the audited consolidated net asset value attributable to the Shareholders of approximately HK$0.092 per Share, calculated based on the audited consolidated net asset value attributable to the Shareholders of approximately HK$124.1 million as at 31 March 2024 and 1,356,171,754 Shares in issue as at the Latest Practicable Date;

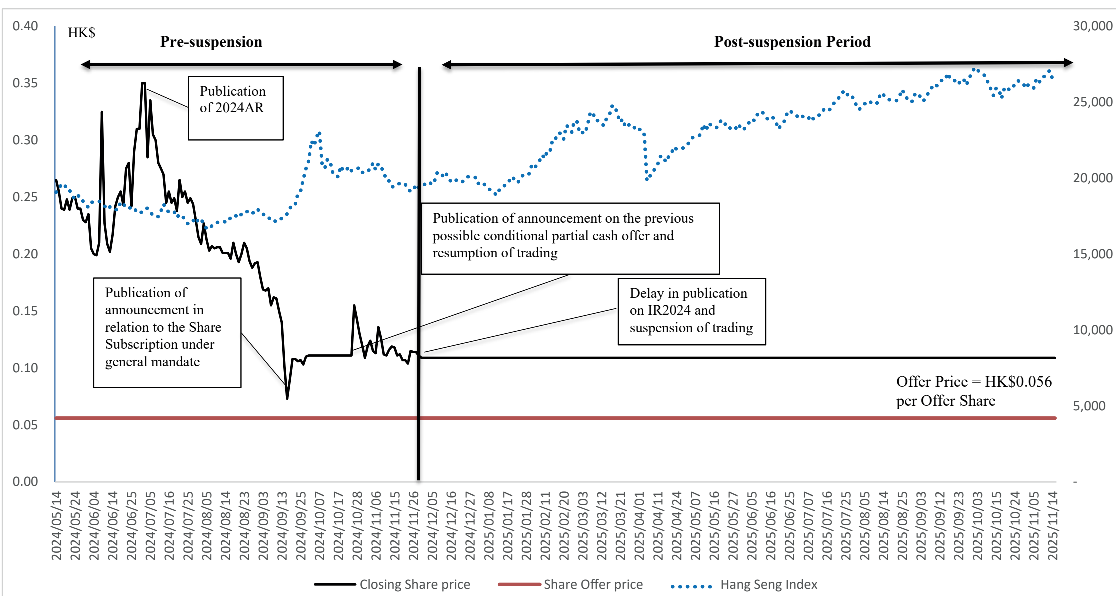
(vii) a discount of approximately 50.00% to the adjusted unaudited consolidated net asset value attributable to the Shareholders of approximately HK$0.112 per Share, calculated based on the audited consolidated net asset value attributable to the shareholders of approximately HK$124.1 million as at 31 March 2024 plus net proceeds of HK$27,700,000 from the Share Subscription and 1,356,171,754 Shares in issue as at the Latest Practicable Date;

(viii) a discount of approximately 29.66% to the adjusted unaudited consolidated net asset value attributable to the Shareholders of approximately HK$0.08 per Share, calculated based on the unaudited consolidated net asset value attributable to the shareholders of approximately HK$80.3 million as at 30 September 2024 plus net proceeds of HK$27,700,000 from the Share Subscription and 1,356,171,754 Shares in issue as at the Latest Practicable Date; and

(ix) a premium of approximately 50.13% to the audited consolidated net asset value attributable to the Shareholders of approximately HK$0.0373 per Share, calculated based on the audited consolidated net asset value attributable to the shareholders of approximately HK$50.54 million as at 31 March 2025 and 1,356,171,754 Shares in issue as at the Latest Practicable Date.

(b) Historical price performance of the Shares

Set out below is the graph illustrating the daily closing prices of the Shares quoted on the Stock Exchange during (i) the period commencing on 14 May 2024, being the twelve-month period prior to the Offeror notified the Board in writing that its intention to make the Partial Offer and ending on the Last Trading Day (the "**Pre-suspension Period**"); and (ii) the period commencing on 2 December 2024, being the date on which trading of the Shares were suspended, and ending on the Latest Practicable Date (the "**Post-suspension Period**") (collectively, the "**Review Period**"). We consider the Review Period to be a reasonable, representative and sufficient period to illustrate the general trend and level of movements of recent closing prices of the Shares and the relationship between the historical trend of the closing price of the Shares and the Offer Price.



Source: Bloomberg and website of the Stock Exchange (www.hkex.com.hk)

From the above chart, we note that during the Review Period, the closing price of the Shares on the Stock Exchange ranged from a low of HK$0.073 per Share on 17 September 2024 to a high of HK$0.35 per Share on 2 and 3 July 2024. The Offer Price of HK$0.056 per Share is out of the range of the aforesaid highest and lowest prices during the Review Period and is below the average closing price of approximately HK$0.138 per Share during the Review Period, representing a discount of approximately 59.4% to that average.

During the Pre-suspension Period, after the announcement of 2024 Annual Results on 28 June 2024, the closing price of the Shares then slightly recovered and reached HK$0.35 per Share on 3 July 2024. Since then, the closing price of the Shares continued to experience a downward pressure until mid-September 2024 while reaching the lowest of HK$0.073 per Share on 17 September 2024 after the announcement of the Share Subscription under general mandate on 15 September 2024. The closing price of Shares recovered to HK$0.09 per Share on 19 September 2024, being the next trading day after 17 September 2024, and stabilized around HK$0.103 to HK$0.111 per Share up to the trading halt pending the release of the announcement in relation to a possible conditional partial cash offer on 24 October 2024, which might have been driven by the surge in trading volume in the same period. Subsequently, the trading of the Shares has been suspended from 2 December 2024 as a result of delay in publication of interim results for the six months ended 30 September 2024. Prior to the suspension, the closing price of the Shares closed at HK$0.109 per Share on 29 November 2024.

Having considered that the Offer Price (a) represents a discount of approximately 48.62% to the closing price of HK$0.109 on the Last Trading Day; (b) is out of the range of the lowest closing price of HK$0.073 per Share and the highest closing price of HK$0.35 per Share during the Review Period; (c) most of the resumption conditions are met as discussed in the "2. Information of the Group" and without other major issues arise, the Board considered it is probable that the Company could resume its trading of Share shortly within six months in the coming year; and (d) the Offer Price is lower than the cash partial offer price offered to the Qualifying Shareholders in early 2025 of HK$0.11 per Share, we consider that the Offer Price is not fair or reasonable in such context.

The Partial Offer provides an exit alternative for the Qualifying Shareholders who would like to realise their investments in the Shares, nevertheless, for those Qualifying Shareholders who, after reading through the recent financial statements of the Company and/or the Response Document, are optimistic about the future prospects of the Group after the Partial Offer, may, having regard to their own circumstances, consider retaining all or any part of their Shares.

Qualifying Shareholders, especially those holding significant stakes, should note that if they wish to realise their investments in the Company, they might not be able to dispose of the Shares in the market without exerting a downward pressure on the market price of the Shares taking into account the thin liquidity of the Shares as analysed below.

(c) Liquidity of the Shares

Set out below is the table illustrating the daily trading volume of the Shares quoted and the percentages of the relevant average daily trading volume to the total number of issued shares and average daily trading volume to the total number of issued Shares held by the public during the Review Period:

Monthly	**Number of trading days**	**Average daily trading volume** *(Number of Shares)*	**Percentage of average daily trading volume to total number of issued Shares** *(%)* *(Note 1)*	**Percentage of average daily trading volume to the total number of issued Shares held by the public** *(%)* *(Note 2)*
2024				
May (14 May to 31 May)	13	574,923	0.0509%	0.0700%
June	19	7,273,684	0.6436%	0.8861%
July	22	2,014,657	0.1783%	0.2454%
August	22	535,836	0.0474%	0.0653%
September	19	5,614,421	0.4140%	0.6756%
October *(Note 3)*	5	5,826,600	0.4296%	0.7012%
November *(Note 4)*	21	912,443	0.0673%	0.1014%
December *(Note 4)*	–	–	–	–
2025				
January *(Note 4)*	–	–	–	–
February *(Note 4)*	–	–	–	–
March *(Note 4)*	–	–	–	–
April *(Note 4)*	–	–	–	–
May *(Note 4)*	–	–	–	–
June *(Note 4)*	–	–	–	–
July *(Note 4)*	–	–	–	–
August *(Note 4)*	–	–	–	–
September *(Note 4)*	–	–	–	–
October *(Note 4)*	–	–	–	–
November (from 3 November up to Latest Practicable Date) *(Note 4)*	–	–	–	–

Notes:

1. Percentage of average daily trading volume to the total number of issued Shares is calculated by dividing the average daily trading volume for the month/period by the total number of Shares in issue at the end of each month/period.

2. Percentage of average daily trading volume to the total number of issued Shares held by the public is calculated by dividing the average daily trading volume for the month/period by the total number of Shares in issue held by the Independent Shareholders as at the end of each month/period.

3. Trading of the Shares has been suspended from 2 to 24 October 2024 pending the release of the announcement in relation to a possible conditional partial cash offer on 24 October 2024.

4. Trading of the Shares has been suspended from 2 December 2024 with the Last Trading Day on 29 November 2024 and remained suspension as at the Latest Practicable Date.

As illustrated in the above table, during the Review Period, the average daily trading volume of the Shares on the Stock Exchange amounted to approximately 3.3 million Shares during the Review Period, representing a range from approximately 0.5 million Shares in August 2024 to approximately 7.3 million Shares in June 2024, or approximately 0.0474% in August 2024 to approximately 0.6436% in June 2024 in terms percentage to the total number of total issued Shares as at the end of the respective month and approximately 0.0653% in August 2024 to approximately 0.8861% in June 2024 in terms of percentage to the public float of the Company as at the end of the respective month.

There are only 43 out of 368 trading days during the Review Period which recorded trading volume of more than 0.5% of the issued share capital of the Company and only 7 out of 368 trading days during the Review Period which recorded trading volume of more than 1% of the issued share capital of the Company. This indicates that the liquidity of the Shares had been generally thin during the Review Period.

As discussed above, the Partial Offer provides Qualifying Shareholders with an opportunity to exit at a price representing 48.62% discount to the closing price of the Shares prior to the suspension of trading on 2 December 2024. Trading remains suspended until the Company satisfies all Resumption Guidance, remedies the underlying issues, and fully complies with the Listing Rules to the Stock Exchange's satisfaction. Nevertheless, given the historically thin daily trading volume of the Shares during the Review Period, there is uncertainty as to whether sufficient liquidity will be available for Qualifying Shareholders to dispose of a significant number of Shares on the Stock Exchange without exerting downward pressure on the Share price once trading resumes upon the Company's satisfaction of all Resumption Guidance, remediation of the underlying issues, and full compliance with the Listing Rules to the Stock Exchange's satisfaction.

Accordingly, given the price representing 48.62% discount to the closing price of the Shares prior to the suspension of trading on 2 December 2024 and the resumption progress as discussed in the "2. Information of the Group", we are of the view that the Partial Offer provides an exit alternative for the Qualifying Shareholders with a significant stake and who would like to realise their investments in the Shares shortly. While for those Qualifying Shareholders after reading through the recent financial statements of the Company and/or the Response Document, are optimistic about the future prospects of the Group after the Partial Offer, may, having regard to their own circumstances, consider retaining all or any part of their Shares and could realize upon open-market disposal once trading resumes, following the Company's satisfaction of all Resumption Guidance, remediation of the underlying issues, and full compliance with the Listing Rules to the Stock Exchange's satisfaction.

(d) Peer comparables

We have taken into consideration various principal factors in our assessment of the fairness and reasonableness of the Partial Offer. These include, among others, our analysis of the significant discounts when comparing the Partial Offer Price with the NAVs per Share at relevant times.

To further evaluate the fairness and reasonableness of the Offer Price, we have considered commonly used trading multiples, including the price-to-book ratio ("**P/B Ratio**"), price-to-earnings ratio ("**P/E Ratio**"), price-to-sales ratio ("**P/S Ratio**"), and dividend yield. As the Group recorded losses in FY2024 and FY2025, with no dividends declared in either year, the P/E Ratio and dividend yield are not meaningful for analysis and have therefore been excluded. Additionally, significant revenue fluctuations was noticed on the latest published financial information for the Peer Comparables could distort the P/S Ratio. Furthermore, the P/S Ratio fails to account for differences in cost structures across companies. Accordingly, we have excluded the P/S Ratio from our analysis. Given these constraints, we consider the P/B Ratio to be the most appropriate and reliable indicator for assessing the relative fair values of the comparable companies.

Based on the Offer Price of HK$0.056 per Offer Share and the total issued Shares of 1,356,171,754 as at the Latest Practicable Date, the Company is valued at approximately HK$75.9 million. The Implied P/B Ratio derived from the Offer Price is approximately 1.5 times, calculated using the audited consolidated net asset value attributable to owners of the Company of approximately HK$50.1 million as at 31 March 2025.

For comparison purposes, we have identified an exhaustive list of three other companies listed on the Stock Exchange, selected based on the criterion that more than 50% of their revenue in the latest full financial year was derived from supply chain services in the Greater China region, which aligns closely with the Company's business (the "**Peer Comparables**"). Having reviewed the exhaustive list of companies meeting these selection criteria, we are of the view that the Peer Comparables constitute a representative sample and are fair and reasonable for use in benchmarking the Company.

We have included in our search Peer Comparables listed on both the Main Board and GEM, irrespective of market capitalization, due to the limited number of companies meeting our criteria.

Despite the limited pool and the broadened search parameters described above, we are of the view that the Peer Comparables provide a valid valuation benchmark for the Company. This is because they are engaged in supply chain services in the Greater China region, operate within the same business segment, and serve the same geographical market as the Company. Having evaluated the exhaustive list of companies that satisfy the selection criteria, we conclude that the Peer Comparables are representative and that their inclusion is fair and reasonable for comparison purposes. They therefore offer a meaningful market-based valuation reference for Qualifying Shareholders.

The table below sets out, among other things, the discount to NAV and the P/B ratio of each of the Peer Comparables, and the implied discount to the NAV and the implied P/B ratio of the Company:

Company name (stock code)	**Principal Business**	**Market capitalisation (approximately)** *(Note 1)* *HK 'million*	**NAV (approximately)** *(Note 2)* *HK 'million*	**P/B ratio (approximately)** *(Note 3)*
Sinopharm Tech Holdings Limited (8156)	Principally engaged in internet services, mainly involved in the provision of supply chain services including operation of supply chain technology platform, provision of supply chain management, data analysis and trading of goods	183.77	Net liabilities	N/A
China Ocean Group Development Ltd (8047) ("**China Ocean**")	Principally engaged in the provision of supply chain management services	177.09	485.54	0.37 *(Note 6)*
Zall Smart Commerce Group Ltd. (2098)	Principally engaged in the provision of (i) supply chain management and trading business and (ii) sales of properties and related services	1,388.74	15,623 *(Note 5)*	0.10
			Average:	**0.231**
The Company (223)		**75.9** *(Note 4)*	**50.1**	**1.5**

Source: Bloomberg and website of the Stock Exchange (www.hkex.com.hk) and the annual/interim reports of the listed companies

Notes:

1. Market capitalisation is calculated based on (i) the total number of shares in issue and (ii) the closing share price of the Peer Comparables as at the Latest Practicable Date.

2. The latest published consolidated NAV attributable to equity holders of the Peer Comparables as set out in its latest financial report available as at the Latest Practicable Date.

3. The P/B Ratio of the Peer Comparables is calculated based on (i) its respective market capitalisation as at the Latest Practicable Date and divided by (ii) the NAV attributable to the owners of the Peer Comparables as set out in its latest financial reports available as at the Latest Practicable Date.

4. The implied market capitalisation of the Company is calculated based on (i) the Offer Price of HK$0.056 multiplied by total number of issued Shares of 1,356,171,754 of the Company as at the Latest Practicable Date.

5. For the purpose of calculation, the translation into HK$ is based on the exchange rate of RMB1.00 to HK$1.0658 as of the Latest Practicable Date according to Bloomberg and is provided solely for illustrative purposes.

6. The Shares of China Ocean has been suspended since 2 July 2025 pending the publication of its annual results for the year ended 31 March 2025. Therefore, the last trading date would be 30 June 2025 and the P/B Ratio was calculated based on the latest NAV attributable to equity holders as at 30 September 2024 for illustrative purpose.

Based on the above table, the P/B Ratios of the Peer Comparables range from approximately 0.10 times to 0.37 times, with an average of approximately 0.23 times. The implied P/B Ratio of the Company which based on the Offer Price is approximately 1.5 times. Although the implied PB Ratio of the Company (based on the Partial Offer Price) is much higher than the average P/B Ratios of the Peer Comparables, in view of (i) the closing prices of the Shares were well above the Partial Offer Price during the whole Review Period and the discounts of the Partial Offer Price to the closing prices of the Shares during the Review Period ranged between 48.62% to approximately 52.14%; (ii) most of the resumption conditions are met as discussed in the "2. Information of the Group" and without other major issues arise, the Board considered it is probable that the Company could resume its trading of Share shortly within six months in the coming year; and (iii) the Offer Price is lower than the cash partial offer price offered to the Qualifying Shareholders in early 2025 of HK$0.11 per Share, we are of the view that the Partial Offer Price is not fair and not reasonable so far as the Qualifying Shareholders are concerned.

RECOMMENDATIONS

Based on our analysis above and, in particular, having considered the following key factors (which should be read in conjunction with and interpreted in the full context of this letter):

(i) while The Group recorded losses attributable to owners of the Company for FY2024 and FY2025, which was mainly due to some one-off expenses of (i) loss on disposal of subsidiaries; (ii) net allowance for ECL on trade and other receivables and impairment losses and written-off of property, plant and equipment and right-of-use assets. Excluding the one-off expenses in (i) and (ii), the Group would have achieved a lower loss from operating activities of approximately HK$18.6 million for FY2025 and a profit from operating activities of approximately HK$4.5 million for FY2024 if calculated on the same basis. Coupled with fact that (i) the Board Composition Change which further stabilised the business operation of Company; (ii) the Group has successfully secured material overseas contract which further strengthen the financial position of the Company; and (iii) the progress of fulfilling the Resumption Guidance, the Independent Investigator has completed the Forensic Investigation and issued the Forensic Investigation Report as at the Latest Practicable Date, the future prospects of the Group appears to be optimistic after the Partial Offer;

(ii) the Offer Price represents a discount of approximately 48.6% to the closing price quoted on the Stock Exchange on the Last Trading Day, as discussed in the section headed "4. Analysis of the Offer Price" of this letter;

(iii) the Shares have consistently traded at a price that is substantial higher than the Offer Price during the Review Period and Qualifying Shareholders who do not have a significant stake in the Company and is optimistic about the future prospect of the Group could realize upon open-market disposal once trading resumes, following the Company's satisfaction of all Resumption Guidance, remediation of the underlying issues, and full compliance with the Listing Rules to the Stock Exchange's satisfaction; and

(iv) the Offeror and the Board have not had any discussion on the long-term strategic and development plan on the Group, and while the Offeror is principally engaged in investments with its principal investment objective to achieve medium to long-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong and the PRC, the Offer Document merely mentioned that the Offeror would like to address and rectify the Issues claimed by itself and lacks information as to the future development plan in relation to the business industry of the Group, we are of the view that it is uncertain whether the background and intention of the Offeror are beneficial to the Company and in the interests of the Company and the Qualifying Shareholders as a whole.

On balance, we are of the opinion that the Partial Offer is not fair and reasonable so far as the Qualifying Shareholders are concerned. Accordingly, the Qualifying Shareholders who would like to realise part or all of their investments in the Shares may, instead of accepting the Partial Offer, consider selling their Shares in the open market after the close of the Partial Offer after conducting their own assessments of whether to continue investing in the Shares based on the development of the Group that they are already informed. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders not to accept the Partial Offer.

As each individual Independent Shareholder would have different investment objectives and/or circumstances, we would recommend the Qualifying Shareholders who may require advice in relation to any aspect of the Offer Document and the Response Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser. Furthermore, they should carefully read the procedures for accepting the Partial Offer as set out in the Offer Document and the Response Document, its appendices and the accompanying Forms of Acceptance.

Yours faithfully,
For and on behalf of
Grande Capital Limited
Erica Mak
Responsible Officer

Ms. Erica Mak is licensed under the Securities and Futures Ordinance to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and is currently a responsible officer and sponsor principal of Grande Capital Limited. Ms. Mak has over 13 years of experience in accounting and corporate finance industry in Hong Kong.

1. SUMMARY OF THE FINANCIAL INFORMATION

Set out below is a summary of the audited consolidated financial results of the Group for the three financial years ended 31 March 2023, 2024 and 2025, respectively, as extracted from the relevant published annual report of the Company for the relevant years.

	For the year ended 31 March		
	2025	**2024**	**2023**
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	*(audited)*	*(audited)*
Continuing operations			
Revenue	177,551	184,086	238,840
Cost of sales	(161,640)	(152,226)	(236,973)
Gross profit	15,911	31,860	1,867
Other income	432	997	1,547
Other (losses)/gains, net	(98)	(1)	700
Selling expenses	(10,710)	(4,211)	(1,898)
Other operating expenses	(24,130)	(24,096)	(22,485)
Equity-settled share-based payment	–	–	(697)
Net allowance for expected credit losses on trade and other receivables	(32,503)	(27,767)	(970)
Impairment losses on property, plant and equipment and right-of-use assets	(2,481)	(173)	(599)
Loss from operating activities	(53,579)	(23,391)	(22,535)
Finance costs	(335)	(370)	(314)
Loss before tax	(53,914)	(23,761)	(22,849)
Taxation	(1,818)	(5,193)	(33)
Loss for the year from continuing operations	**(55,732)**	**(28,954)**	**(22,882)**
Discontinued operation			
Loss on disposal of subsidiaries	(40,658)	–	–
Loss for the year from a discontinued operation, net of income tax	(496)	(1,954)	(2,354)
Loss for the year	**(96,886)**	**(30,908)**	**(25,236)**
Other comprehensive (expense)/income for the year	**(3,303)**	**(1,128)**	**(4,137)**
Total comprehensive expense for the year	**(100,189)**	**(32,036)**	**(29,373)**

	For the year ended 31 March		
	2025	**2024**	**2023**
	HK$'000	*HK$'000*	*HK$'000*
	(audited)	*(audited)*	*(audited)*
Profit/ (Loss) for the year attributable to owners of the Company			
• from continuing operations	(57,050)	(31,038)	(21,056)
• from a discontinued operation	(40,788)	(970)	(617)
	(97,838)	(32,008)	(21,673)
Profit/(Loss) for the year attributable to non-controlling interests			
• from continuing operations	1,318	2,084	(1,826)
• from a discontinued operation	(366)	(984)	(1,737)
	952	1,100	(3,563)
	(96,886)	(30,908)	(25,236)
Total comprehensive income/(expense) for the year attributable to owners of the Company			
• from continuing operations	(60,155)	(32,702)	(27,893)
• from a discontinued operation	(41,189)	(687)	105
	(101,344)	(33,389)	(27,788)
Total comprehensive income/(expense) for the year attributable to non-controlling interests			
• from continuing operations	952	1,476	(1,988)
• from a discontinued operation	203	(123)	403
	1,155	1,353	(1,585)
	(100,189)	(32,036)	(29,373)
Loss per share			
From continuing and discontinued operations			
– Basic and diluted	(7.9) cents	(3.4) cents	(3.0) cents
From continuing operations			
– Basic and diluted	(4.6) cents	(3.3) cents	(2.9) cents

As at 31 March 2025, the Group had an audited consolidated net asset attributable to the Shareholders of approximately HK$50,540,000.

2. AUDITED CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP

Set out below are the latest published and consolidated financial statements of the Group for the three financial years ended 31 March 2023, 2024 and 2025, respectively, which are contained in the annual reports of the Company for the year ended 31 March 2023, 2024 and 2025, which have been published on the websites of the Company (http://www.elife.com.hk) and the Stock Exchange (www.hkexnews.hk).

- the annual report of the Company for the year ended 31 March 2023 (pages 58 to 171), which is accessible via the following hyperlink:
https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0727/2023072700297.pdf

- the annual report of the Company for the year ended 31 March 2024 (pages 57 to 167), which is accessible via the following hyperlink:
https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0718/2024071800619.pdf

- the annual report of the Company for the year ended 31 March 2025 (pages 74 to 186), which is accessible via the hyperlink as set out in the Company's announcement dated 18 November 2025 in relation to the despatch of this Response Document.

No dividend was paid or proposed by the Company during each of the three financial years ended 31 March 2023, 2024 and 2025.

Save as disclosed above, the Group did not have any item of income or expense which was material for each of the three financial years ended 31 March 2023, 2024 and 2025.

The consolidated financial statements of the Group for each of the three financial years ended 31 March 2023, 2024 and 2025 were audited by HLB Hodgson Impey Cheng Limited ("**HLB**").

No modified or qualified opinion, emphasis of matter or material uncertainty related to going concern had been issued by HLB in respect of the Group's audited consolidated financial statements for the three financial years ended 31 March 2023, 2024 and 2025.

There was no change in the accounting policy of the Group during each of the three years ended 31 March 2023, 2024 and 2025, which would result in the figures in its consolidated financial statements being not comparable to a material extent.

3. INDEBTEDNESS STATEMENT OF THE GROUP

As at the close of business on 30 September 2025, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the publication of this Response Document, the indebtedness of the Group was as follows:

– lease liabilities: the Group's lease liabilities were approximately HK$1,281,000. These lease liabilities mainly arise from the leasing of office premises; and

– unsecured and unguaranteed amount due to shareholders: approximately HK$837,000

– Other borrowings: The Group had an unsecured and guaranteed borrowings from an independent third party of approximately HK$21,844,000

Save as aforesaid and apart from intra-group liabilities, normal trade payables and contract liabilities in the normal course of business, at the close of business on 30 September 2025, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

4. MATERIAL CHANGES IN RESPECT OF THE GROUP

While with the absence of unaudited management accounts of the Group subsequent to the year ended 31 March 2025 due to insufficient time for review and assessment, the Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 31 March 2025, being the date to which the latest published audited financial statements of the Group were made up, and up to the Latest Practicable Date save for the below:

(a) On 7 January 2025, the Company received an originating summons (the "**Summons**") issued at the High Court of Hong Kong by Liu Qiuhua, being one of the requisitionists who have raised requisition on 25 October 2024 pursuant to Article 58 of the Articles to remove the Board and appoint Ms. Tan Xin and Mr. Zhang Zhilin as executive Directors and Mr. Lin Qiu Cheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris as independent non-executive Directors (the "**Requisition**"), in relation to an application for interlocutory injunctions against, among others, the Company claiming for (a) a declaration that the decisions to postpone the extraordinary general meeting of the Company convened to consider and approve the Requisition was made for improper purposes and/or in breach of the Directors' fiduciary duties and the requisitioning Shareholders have the right to hold the extraordinary meeting themselves pursuant to the Articles due to the failure of the Board to do the same within 21 days of the deposit of the requisition notice; (b) an order that the defendants, which includes the Company, do by 13 January 2025 give notice to members for the resumption of the extraordinary general meeting and hold the extraordinary general meeting within 14 days from the date of such notice; and (c) an order that the defendants, which includes the Company, be restrained from delaying, adjourning, blocking, preventing or interfering with the convening, holding or the conduct of the extraordinary general meeting.

On 21 February 2025, the High Court of Hong Kong had made, among other things, the following orders upon hearing the substantive arguments of the parties: (i) that the decision to postpone the extraordinary general meeting scheduled to be held on 24 December 2024 to 6 January 2025 on the basis of the standing of the requisitionists was irrelevant and made for improper purposes in breach of their fiduciary duties, that such decision is voidable; and (ii) that the decision to postpone sine die the extraordinary general meeting scheduled to be held on 6 January 2025 on the basis of the standing of the requisitionists was irrelevant and made for improper purposes in breach of their fiduciary duties, that such decision is voidable (the "**Judgement**"). On 12 March 2025, the High Court of Hong Kong issued the reasons for Judgment (the "**Reasons for Judgment**"). On 21 March 2025, the Company received the notice of appeal from Mr. Xiang Xin and Ms. Chen Xinqiong as appellants (the "**Appellants**") and Ms. Liu Qiuhua as respondent (the "**Respondent**") for an appeal against the Reasons for Judgment. According to the notice of appeal, the Appellants are seeking an order from the Court of Appeal that the following declarations, to the extent they were made for improper purposes, be set aside: (i) a declaration that the decision to postpone the extraordinary general meeting scheduled to be held on 24 December 2024 to 6 January 2025 on the basis of the standing of the requisitionists was irrelevant and made for improper purposes in breach of their fiduciary duties, that such decision is voidable; and (ii) a declaration that the decision to postpone sine die the EGM scheduled to be held on 6 January 2025 on the basis of the standing of the requisitionists was irrelevant and made for improper purposes in breach of their fiduciary duties, that such decision is voidable. On 4 August 2025, a consent summons was jointly filed by the Appellants and the Respondent to the High Court of Hong Kong pursuant to which the appeal by the Appellants against the Reasons for Judgment be dismissed (the "**Consent Summons**"). On 8 August 2025, the High Court of Hong Kong made an order in terms of the Consent Summons.

(b) As disclosed in the announcement of the Company dated 22 April 2025, on 15 April 2025, the Company received a notice of a legal proceeding filed by a claimant against the Company as respondent, alleging among others things, that the Company had breached various representations and warranties under an agreement entered into between the Company and the Claimant (in respect of a fund-raising transaction involving the Company). The Claimant is seeking, among other things, damages from the Company in respect of losses suffered as a result of the alleged breach of representations and warranties by the Company under the aforesaid agreement, costs and expenses incurred by the review of and investigation into the matter, the legal costs and expenses of the legal proceeding, interest thereon and any other remedies found appropriate. The claim amount is not specified in the notice of legal proceeding. As at the Latest Practicable Date, this legal proceeding is still ongoing.

(c) References are made to the announcements of the Company dated 25 March 2025 and 25 April 2025, as well as the circular of the Company dated 2 April 2025. On 13 March 2025, the Company received a notice from the Offeror requesting the Board to call for an extraordinary general meeting of the Company in accordance with Article 58 of the Articles for the purpose of considering, and if thought fit, passing the following resolutions as ordinary resolutions of the Company (the "**Further Shareholder's Requisition**"): (1) That Ms. Qin Jiali be removed as a Director with immediate effect; (2) That Mr. Zhao Zhenzhong be removed as a Director with immediate effect; and (3) That Mr. Guo Wei be removed as a Director with immediate effect. The extraordinary general meeting was held on 25 April 2025 to enable the shareholders of the Company to consider, among other things, the resolutions as proposed in the Further Shareholder's Requisition. All the resolutions as proposed in the Further Shareholder's Requisition were voted down by the Shareholders at the extraordinary general meeting.

(d) On 2 September 2025, Yinglian Jiahe, a wholly-owned subsidiary of the Company, entered into a one-year revolving loan facility agreement with an independent third party for RMB50,000,000 with an interest rate of 5.5% per annum. The facility is unsecured, guaranteed by the Company and is designated for funding the Group's business expansion and daily operations. As at the Latest Practicable Date, the remaining available loan facility was RMB50,000,000.

(e) References are made to the announcements of the Company dated 30 April 2025 and 7 July 2025 in relation to, among other matters, the updates of Forensic Investigation, the announcements in relation to the quarterly update on progress of resumption dated 2 June 2025 and 2 September 2025, and the announcement of the key findings and results of the Forensic Investigation dated 18 November 2025. The Independent Committee has engaged Acclime Corporate Advisory (Hong Kong) Limited as the Independent Investigator in place of McMillan to conduct the Forensic Investigation on the Forensic Issues that have led to the delay in the publication of the 2024 Interim Results and the despatch of the 2024 Interim Report with effect from 25 April 2025. The Independent Investigator has completed the Forensic Investigation and issued the Forensic Investigation Report. The Independent Investigator has also issued the letters to the Independent Committee and the Stock Exchange, among others, to supplement its findings of the Forensic Investigation in order to address the queries and observations made by the Stock Exchange in relation to the Forensic Investigation. Based on the findings of the Forensic Investigation Report and supplemental letters issued by the Independent Investigator, the Independent Investigator is of the view that there is no (or insufficient) evidence to support any of the allegations made by the previous Board (save for Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) regarding the Forensic Issues to be true or made with reasonable basis, in particular there is no (insufficient) evidence to suggest any reasonable regulatory concern on the integrity, character and competence of the Group's management and/or any person with substantial influence over the Company's management and operations (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei who are the targets of the Forensic Investigation).

(f) References are made to the announcements of the Company dated 30 April 2025 and 7 July 2025 in relation to, among other matters, the updates of the Internal Control Review, the announcements in relation to the quarterly update on progress of resumption dated 2 June 2025 and 2 September 2025, and the announcement of the key findings and results of the Internal Control Review dated 18 November 2025. The Company has engaged SHINEWING Risk Services Limited as its IC Consultant to conduct the Internal Control Review, and to provide recommendations and perform the Follow-up Review on the remedial measures implemented by the Company. The scope of the Internal Control Review included a review on the procedures, systems, controls (including accounting and management systems) of the Group, covering the period from 1 April 2024 to 31 March 2025. The Follow-up Review covered the period from 1 April 2025 to 31 October 2025. The IC Consultant has completed the Internal Control Review and the Follow-up Review. The IC Consultant has also taken into account the queries made by the Stock Exchange in relation to the Internal Control Review and updated the Internal Control Review report. Based on the findings of the Internal Control Review report, the IC Consultant confirmed that the Group has implemented all the remedial measures suggested in the Internal Control Review report to address the identified internal control deficiencies. The IC Consultant is of the view that the Group's current internal control system is adequate and effective in preventing and detecting the internal control issues identified in the Forensic Investigation Report and the Internal Control Review Report, and in complying with the requirements of the Listing Rules.

(g) On 1 September 2025, the Company has forged a strategic partnership with TCL Commercial Information Technology (Huizhou) Co., Ltd.* (商用信息科技(惠州)有限責任公司), a Fortune Global 500 enterprise, to expand the Company's brand supply chain footprint in smart home appliances and consumer electronics, thereby enhancing penetration in technology-driven consumer markets. Beyond its operations in the PRC, the Company is actively expanding into international markets by establishing brand supply chain businesses in Southeast Asia, with the objective of creating a robust and interconnected global network. As at the Latest Practicable Date, the Company has successfully entered into a global AI business travel supply chain purchase agreement dated 15 October 2025 with a Taiwanese company in relation to provision of AI intelligent hardware associated software systems, SaaS services and brand licenses by the Company, with a contract value of up to approximately US$82.5 million (equivalent to approximately HK$640 million).

Pursuant to Rule 10.11 of the Takeovers Code, the management of the Group including the Board and the Independent Financial Adviser, have reviewed, among other things, the following:

(i) the financial position of the Company (including the latest audited financial statements of the Group for the year ended 31 March 2025, the interim report of the Group for the six months ended 30 September 2024 and the annual report of the Group for the year ended 31 March 2025, financial condition, capital and other commitments, contingent liabilities and future cash flow and financing requirements); and

(ii) the trading position with respect to the Company's suppliers and customers.

The Board also confirms that, the management of the Group including the Board and the Independent Financial Adviser have discussed all these aspects before the aforesaid confirmation of the material changes in respect of the Group was made, and there is no material difference between the opinion of the Board and the Independent Financial Adviser with respect to the aforesaid confirmation.

However, as at the Latest Practicable Date, the Company is still in the course of preparing and finalising the latest unaudited consolidated management accounts for the six months ended 30 September 2025 and the related information in relation to the trading position with respect to the Company's operation to the Independent Financial Adviser, which the Independent Financial Adviser and the Board consider material to confirm the statement of the material changes to the Executive. It is expected that such outstanding information will be available on or before 30 November 2025 to finalise the material changes in respect of the Group. Further announcement will be made by the Company to update the material changes in the financial or trading position or outlook of the Group subsequent to 31 March 2025 as soon as possible, if any, once such outstanding information are available.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group is principally engaged in the supply chain business for branded goods and consumer products in the Greater China region. The Group's core activities encompass a comprehensive range of brand digitisation services, such as brand management, brand promotion and brand supply chain, thereby establishing an integrated industry chain. In addition, the Group is also engaged in the supply chain, sales and marketing, and brand building of daily cleaning, anti-epidemic and licensed branded consumer goods. The Group is currently expanding its business into various consumer goods markets conforming to the Group's business philosophy of "an easier life and better livelihood", striving to provide consumers with a more comfortable, convenient, environmentally friendly, and healthier lifestyle experience.

In respect of the supply chain business, the Group is engaged in the comprehensive supply chain business for branded goods and consumer products, focusing on assisting brand suppliers to expand their online and offline sales channels, establishing direct sales channels with end customers (B2C2C), and offering various value-added services such as brand building, management and promotion for brand owners (or their advertising agents) to form a complete industry chain. With respect to our brand promotion services, the Group offers digital intelligent marketing plan to enhance customers' brand awareness and boost product sales through different online and offline platforms, including scenario-based digital media in hotel venues and various social media platforms such as TikTok, Kuaishou, etc.

In respect of the daily cleaning and anti-epidemic products business, the Company possesses the brand "易安生"/"E'ANSN" and the supply chain including the formula, brand and package design of the anti-epidemic and daily cleaning products and is principally engaged in the sale, marketing and brand building of such products in the PRC and overseas.

Moving forward, the Group will remain steadfast in our purpose to enable an easier life and better livelihood through the dual-pillar "AI + Digital Assets" strategy. The Group is reshaping value chains and enhancing operational excellence. Artificial intelligence is transforming global business travel, smart hotels, and cultural consumption digitally, and emerging as a key driver of the new generation supply chain ecosystem. To grow with these changes, the Group will enter the business travel markets of Southeast Asia, Europe, and the United States by launching brand supply chain business, and propelling the deep integration of smart AI products into business travel.

The plan of the Group for growth focuses on two key areas. In the home region of Greater China, the Group will keep improving our business structure, strengthening our brand building business, and upgrading our supply chain business. At the same time, the Group will actively expand into the international markets by starting the brand supply chain business in Southeast Asia, Europe, and the United States, aiming to create a powerful and connected global network.

With respect to strategic investments, through targeted capital raising and a disciplined approach to expansion, the Group will deepen the presence across six pivotal sectors: dining, housing, transportation, travel, shopping, and entertainment – balancing organic growth with strategic acquisitions. With respect to risk management, the Company will further refine its internal control and risk management systems to bolster resilience against external uncertainties, ensuring stable and sustainable development.

(1) Brand management

In view of the Group's marketing resources and advantages in the digitalisation and internet technologies field, the Group is able to provide brand management services, which include strategy formulation, planning and execution, brand incubation, investment in brand assets, enhancement of brand and product image and market recognition in areas such as innovation, intellectual property rights management, brand private domain marketing, membership rights services, event planning and execution, etc.

(2) Brand promotion

The Group is expanding its media advertising resources, targeting various sources of screen such as face recognition screens in hotels, LCD screens in elevators, in-room television screens, large screens in hotel lobbies, restaurant/interactive screens, various screens in airports and high-speed rail stations, as well as the "City Corridor" offline resources in various major cities, to be developed as advertising resources and to carry out advertising, brand display and experience activities, so as to enhance the market reputation and influence of the brands.

(3) Brand supply chain

In view of the Group's strength in nationwide supply chain resources and its online and offline sales channels across hotels in China, the Group will make use of its nationwide high-end hotels' scenario-based channels, sales spaces and online shops to facilitate the expansion of the brands' sales channels.

1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Response Document and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Response Document have been arrived at after due and careful consideration and there are no other facts not contained in this Response Document, the omission of which would make any statement in this Response Document misleading.

As regards the information in this Response Document relating to the Offeror and parties acting in concert with it, the terms of the Partial Offer and the intention of the Offeror regarding the Group that has been compiled or summarised from the Offer Document, the Directors' responsibility is limited to the correctness and fairness of the extraction of such information and/or its reproduction or presentation.

2. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital and the issued share capital of the Company were as follows:

Authorised share capital:		***HK$***
3,000,000,000	ordinary shares of HK$0.1 each	300,000,000
Issued and paid-up share capital:		
1,356,171,754	ordinary shares of HK$0.1 each	135,617,175

Save as disclosed above, as at the Latest Practicable Date, the Company had no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

All the Shares in issue are fully paid up and rank pari passu in all respects among themselves, including all rights in respect of dividends, voting and interest in capital.

The number of Shares in issue as at 31 March 2025, being the date to which the latest audited consolidated financial statements of the Group were made up to, was 1,356,171,754.

Save as disclosed above, since 31 March 2025 and up to the Latest Practicable Date:

(a) the Company had not issued any Shares, options, warrants or conversion rights affecting Shares (including any derivatives or other securities which may confer rights to the holders thereof to subscribe for, convert or exchange into Shares) and had not entered into any agreement for the issue of any of such securities; and

(b) no Shares had been issued or bought back by the Company or any of its subsidiaries.

3. DISCLOSURE OF INTERESTS

(a) Interests of Directors and chief executive of the Company

As at the Latest Practicable Date, the interests of the Directors and chief executive of the Company in Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules to be notified to the Company and the Stock Exchange; or (iv) to be disclosed in this Response Document pursuant to the Takeovers Code, were as follows:

Name of director	Capacity/Nature of interest	Interest in Shares/ underlying Shares	Number of Shares/ underlying Shares held	Approximate percentage of shareholding
Ms. Qin Jiali	Beneficial owner	Shares	51,672,000 (L)	3.81%
Mr. Zhao Zhengzhong	Beneficial owner	Shares	63,192,000 (L)	4.66%
Mr. Guo Wei	Beneficial owner	Shares	41,688,000 (L)	3.07%

Notes:

1. The letter "L" denotes long position in the Shares or underlying Shares.

2. The percentage of shareholding is calculated on the basis of 1,356,171,754 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest and short positions in Shares, underlying Shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange, or which were required to be disclosed in this Response Document pursuant to the Takeovers Code.

(b) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors, the following persons, other than the Directors or chief executive of the Company, had interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity/Nature of interest	Number of Shares held *(Note 1)*	Approximate percentage of shareholding *(Note 2)*
China Innovation Investment Limited	Beneficial owner	226,000,000 (L)	16.66%
Chen Miaoping	Beneficial owner	67,808,588 (L)	5.00%

1. The letter "L" denotes long position in the Shares or underlying Shares.

2. The percentage of shareholding is calculated on the basis of 1,356,171,754 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, so far as is known to the Directors, as at the Latest Practicable Date, there was no other person who had an interest or short position in Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4. DISCLOSURE OF INTERESTS AND DEALINGS

(a) Save for the interests of the Directors as disclosed in paragraph 3(a) of this Appendix, none of the Directors was interested in or owned or controlled any shares, convertible securities, warrants, options or derivatives of the Company as at the Latest Practicable Date and none of the Directors had dealt in any shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities during the Relevant Period.

(b) None of the subsidiaries of the Company and pension fund of any member of the Group or a person as specified in class (2) of the definition of "associate" or a person presumed to be acting in concert with the Company by virtue of class (5) of the definition of "acting in concert" under the Takeovers Code had any interest in the shares, the convertible securities, warrants, options of the Company or any derivatives in respect of such securities as at the Latest Practicable Date, and no such person had dealt in any shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities during the Relevant Period.

(c) No person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of "associate" under the Takeovers Code or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of "acting in concert" under the Takeovers Code as at the Latest Practicable Date, and no such person had dealt in any shares, the convertible securities, warrants, options of the Company or derivatives in respect of such securities during the Relevant Period.

(d) No shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities were managed on a discretionary basis by fund managers connected with the Company as at the Latest Practicable Date, and no such person had dealt in any shares, convertible securities, warrants, options of the Company or derivatives in respect of such securities during the Relevant Period.

(e) None of the Company and the Directors had borrowed or lent any shares, convertible securities, warrants, options in the Company or derivatives in respect of such securities as at the Latest Practicable Date.

(f) As at the Latest Practicable Date, there was no benefit in whatever form provided or to be provided to any Director as compensation for loss of office or otherwise in connection with the Partial Offer.

(g) As at the Latest Practicable Date, there was no agreement or arrangement or understanding between the Offeror and parties acting in concert with it or any other person on the one hand and any Director on the other hand which was conditional on or dependent upon the outcome of the Partial Offer or otherwise connected with the Partial Offer.

(h) As at the Latest Practicable Date, there was no material contract to which the Offeror is a party in which any Director has a material personal interest.

(i) As at the Latest Practicable Date, the Directors (including Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei) intended, in respect of their own beneficial shareholdings (if any), to reject the Partial Offer.

(j) As at the Latest Practicable Date, none of the Company and the Directors had any interests in the shares of the Offeror.

(k) None of the Company and the Directors have dealt for value in the shares of the Offeror during the Relevant Period.

5. DIRECTORS' SERVICE CONTRACTS

Save as disclosed below, as at the Latest Practicable Date, none of the Directors had any service contract with the Company or any of its subsidiaries or associated companies in force which (a) (including both continuous and fixed term contracts) had been entered into or amended within six months preceding the commencement of the Offer Period; or (b) was a continuous contract with a notice period of 12 months or more; or (c) was fixed term contract that has more than 12 months to run irrespective of the notice period:

Director	Commencement date	Expiry date	Term of service	Amount of monthly remuneration payable under service contract	Amount of variable remuneration payable under the service contract
Ms. Qin Jiali *(Note 1 and 3)*	12 March 2025	11 March 2028	3 years	HK$25,000	N/A
Mr. Zhao Zhenzhong *(Note 1 and 3)*	12 March 2025	11 March 2028	3 years	HK$25,000	N/A
Mr. Guo Wei *(Note 1 and 3)*	12 March 2025	11 March 2028	3 years	HK$25,000	N/A
Ms. Tan Xin *(Note 1)*	11 March 2025	10 March 2028	3 years	HK$25,000	N/A
Mr. Zhang Zhilin *(Note 1)*	11 March 2025	10 March 2028	3 years	HK$25,000	N/A
Mr. Lin Qiucheng *(Note 2)*	11 March 2025	10 March 2028	3 years	HK$25,000	N/A
Mr. Wang Anxin *(Note 2)*	11 March 2025	10 March 2028	3 years	HK$25,000	N/A
Mr. Wu Kwok Choi, Chris *(Note 2)*	11 March 2025	10 March 2028	3 years	HK$25,000	N/A

Notes:

1. Each of Mr. Zhao Zhenzhong, Ms. Qin Jiali, Mr. Guo Wei, Ms. Tan Xin and Mr. Zhang Zhilin, the executive Directors, has entered into a service contract (as supplemented by a supplemental agreement) with the Company for a term of appointment of 3 years with effect from the commencement date specified, and subject to retirement by rotation and re-election in accordance with the Articles, and the termination by either party with three month's written notice or payment in lieu of notice.

2. Each of Mr. Lin Qiucheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris, the independent non-executive Directors, has entered into a letter of appointment (as supplemented by a supplemental agreement) with the Company for a term of appointment of 3 years with effect from the commencement date specified, and subject to retirement by rotation and re-election in accordance with the Articles, and the termination by either party with not less than three month's written notice or payment in lieu of notice.

3. The particulars of the previous director's service contract of each of Mr. Zhao Zhenzhong, Ms. Qin Jiali and Mr. Guo Wei (which was replaced by its respective existing director's service contract) are as follows:

Director	Commencement date	Expiry date	Term of service	Amount of monthly remuneration payable under service contract	Amount of variable remuneration payable under the service contract
Mr. Zhao Zhenzhong	9 November 2023	8 November 2026	3 years	HK$20,000	N/A
Ms. Qin Jiali	1 July 2023	30 June 2026	3 years	HK$20,000	N/A
Mr. Guo Wei	9 November 2023	8 November 2026	3 years	HK$20,000	N/A

6. UNDERSTANDING, ARRANGEMENT, AGREEMENT OR SPECIAL DEAL

As at the Latest Practicable Date, there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any shareholder of the Company; and (ii) the Company, its subsidiaries or associated companies (as defined in the Takeovers Code).

7. EXPERT AND CONSENT

The following is the name and qualification of the professional adviser whose letter, opinions or advice are contained or referred to in this Response Document:

Name	Qualification
Grande Capital Limited	a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this Response Document with the inclusion of its letters, recommendation or opinions and the references to its name included herein in the form and context in which it appears.

As at the Latest Practicable Date, the Independent Financial Adviser was not beneficially interested in the share capital of any member of the Group; nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

8. LITIGATION

Save as disclosed below, as at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group:

(a) On 28 June 2024, Sino Talent, a wholly owned subsidiary of the Company, issued a writ of summons at the High Court of Hong Kong to Mr. Gao Feng, a former Director who retired following the annual general meeting of the Company on 29 September 2023 for a total sum of HK$20,942,439.61, being the outstanding principal and accrued interest on the debt under an amendment agreement to a repayment agreement between Mr. Gao Feng and Sino Talent dated 23 April 2021 in respect of Mr. Gao Feng's payment responsibilities pursuant to a loan agreement made between Sino Talent as the lender and Grace Ocean International Group Holding Limited as the borrower, under which Mr. Gao Feng agreed to act as a second guarantor, along with further interest and costs due and owing. On 26 June 2025, Mr. Gao Feng filed a mediation certificate confirming his agreement to pursue settlement discussions with Sino Talent for an amicable solution to the dispute of the repayment (the "**Mediation**"). As at the Latest Practicable Date, the Mediation is still ongoing. Please refer to the announcements of the Company dated 6 October 2022, 17 January 2023, 16 January 2024 and 28 June 2024 for further details; and

(b) On 15 April 2025, the Company received a notice of a legal proceeding filed by a claimant against the Company as respondent, alleging among other things, that the Company had breached various representations and warranties under an agreement entered into between the Company and the Claimant in respect of a fund-raising transaction involving the Company. The Claimant is seeking, among other things, damages from the Company in respect of losses suffered as a result of the alleged breach of representations and warranties by the Company under the aforesaid agreement, costs and expenses incurred by the review of and investigation into the matter, the legal costs and expenses of the legal proceeding, interest thereon and any other remedies found appropriate. The claim amount is not specified in the notice of legal proceeding. As at the Latest Practicable Date, this legal proceeding is still ongoing. Please refer to the announcement of the Company of the Company dated 22 April 2025.

9. MATERIAL CONTRACTS

The following material contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) had been entered into by any member of the Group after the date falling two years immediately preceding the commencement of the Offer Period, and up to and including the Latest Practicable Date:

(a) the placing agreement dated 12 December 2022 (as amended and supplemented by supplemental agreements dated 5 January 2023, 20 January 2023, 16 February 2023, 10 March 2023, 31 March 2023, 21 April 2023, 12 May 2023, 2 June 2023 and 23 June 2023) entered into between the Company (as issuer) and DL Securities (HK) Limited (as placing agent) for the placing of up to 150,537,742 Shares on a best effort basis at the placing price of HK$0.135 per placing share (as adjusted to HK$0.103 on 2 June 2023) to not less than 6 placees, and the placing commission charged by DL Securities (HK) Limited to the Company is 3% (as adjusted to 5% on 23 June 2023) of the amount equal to the placing price multiplied by the number of placing shares actually placed;

(b) the placing agreement dated 13 October 2023 entered into between the Company (as issuer) and DL Securities (HK) Limited (as placing agent) for the placing of up to 180,641,742 Shares on a best effort basis at the placing price of HK$0.14 per placing share to not less than 6 placees, and the placing commission charged by DL Securities (HK) Limited to the Company is 2.5% of the amount equal to the placing price multiplied by the number of placing shares actually placed;

(c) the underwriting agreement dated 28 December 2023 and entered into among the Company and DL Securities (HK) Limited and Victory Securities Company Limited as joint underwriters in relation to the offer of the rights shares at the subscription price of HK$0.44 per rights share on the basis of one (1) Rights Share for every five (5) existing Shares, and the underwriting commission charged by the joint underwriters to the Company equal to 2.5% of the aggregate subscription amount in respect of the number of the rights shares actually procured by the joint underwriters for subscription;

(d) the subscription agreement dated 15 September 2024 and entered into between the Company and China Innovation Investment Limited as the subscriber in relation to the subscription of 226,000,000 Shares for an aggregate subscription price of HK$27,798,000, which is payable by the subscriber to the Company; and

(e) the loan agreement dated 2 September 2025 and entered into between Yinglian Jiahe (as borrower), the Company (as guarantor) and Haisixiechuang (Zhejiang) Industrial Investment Co., Ltd.* (海絲携創(廣州)產業投資有限公司) (as lender) in relation to a revolving loan with a maximum principal amount of RMB50,000,000 and an interest rate of 5.5% per annum for a term of one year.

10. MISCELLANEOUS

(a) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

(b) The head office and principal place of business in Hong Kong of the Company is at 6/F, The Annex, Central Plaza 18 Harbour Road, Hong Kong.

(c) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong.

(d) The company secretary of the Company is Ms. Chu Mei Yi, an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

(e) The English text of this Response Document shall prevail over its Chinese text, in case of any inconsistency.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be put on display on the website of the SFC (www.sfc.hk), the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.elife.com. hk) from the date of this Response Document up to and including the Closing Date:

(a) the amended and restated memorandum and articles of association of the Company;

(b) the annual reports of the Company for each of the years ended 31 March 2024 and 2025;

(c) the letter from the Board, the text of which is set out on pages 10 to 23 of this Response Document;

(d) the letter from the Independent Board Committee, the text of which is set out on pages 24 to 25 to this Response Document;

(e) the letter from the Independent Financial Adviser, the text of which is set out on pages 26 to 54 of this Response Document;

(f) the service contracts of each of Mr. Zhao Zhenzhong, Ms. Qin Jiali, Mr. Guo Wei, Ms. Tan Xin and Mr. Zhang Zhilin, the letters of appointment of Mr. Lin Qiucheng, Mr. Wang Anxin and Mr. Wu Kwok Choi, Chris and the supplemental agreements thereto as referred to under the paragraph headed "5. Directors' service contracts" in this Appendix;

(g) the letter of consent referred to under the paragraph headed "7. Expert and consent" in this Appendix; and

(h) the material contracts referred to under the paragraph headed "9. Material contracts" in this Appendix.