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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in Sino-Life Group Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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### SINO-LIFE GROUP LIMITED

中國生命集團有限公司

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

**(Stock Code: 8296)**

## GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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This circular is despatched together with the 2012 Annual Report of the Company, which contains the directors' report, the independent auditor's report by Messrs. CCIF CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2012.

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Shops 1-4, G/F, Lok Ka House, 240-242 Chatham Road North, 1A-1C Baker Street, Kowloon, Hong Kong at 11:00 a.m. on 15 May 2013, Wednesday is set out on pages 14 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

*This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its publication and on the website of the Company at <http://www.sinolifegroup.com>.*

28 March 2013

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|                           |                                                                                                                                                                                                                                                          |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2012 Annual Report”      | the audited financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 December 2012                                                                                                                 |
| “AGM”                     | the annual general meeting of the Company to be held at Shops 1-4, G/F, Lok Ka House, 240-242 Chatham Road North, 1A-1C Baker Street, Kowloon, Hong Kong at 11:00 a.m. on 15 May 2013, Wednesday                                                         |
| “Articles of Association” | the articles of association of the Company                                                                                                                                                                                                               |
| “associates”              | has the meanings ascribed to it under the GEM Listing Rules                                                                                                                                                                                              |
| “Board”                   | the board of Directors                                                                                                                                                                                                                                   |
| “Company”                 | Sino-Life Group Limited                                                                                                                                                                                                                                  |
| “Director(s)”             | the director(s) of the Company                                                                                                                                                                                                                           |
| “GEM”                     | the Growth Enterprise Market of the Stock Exchange                                                                                                                                                                                                       |
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on GEM                                                                                                                                                                                                     |
| “Group”                   | the Company and its subsidiaries                                                                                                                                                                                                                         |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                      |
| “Hong Kong”               | the Hong Kong Special Administration Region of the PRC                                                                                                                                                                                                   |
| “Issue Mandate”           | the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution for approving the issue mandate |
| “Latest Practicable Date” | 22 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular                                                                               |

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## DEFINITIONS

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|                      |                                                                                                                                                                                                                                                                                    |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “PRC”                | the People’s Republic of China                                                                                                                                                                                                                                                     |
| “Repurchase Mandate” | the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the repurchase mandate |
| “RMB”                | Renminbi, the lawful currency of the PRC                                                                                                                                                                                                                                           |
| “SFO”                | the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)                                                                                                                                                                                                            |
| “Share(s)”           | ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company                                                                                                                                                                                             |
| “Shareholder(s)”     | registered holder(s) of the Share(s)                                                                                                                                                                                                                                               |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                            |
| “Takeovers Code”     | The Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                                                                        |
| “%”                  | per cent                                                                                                                                                                                                                                                                           |

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## LETTER FROM THE BOARD

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### SINO-LIFE GROUP LIMITED

中國生命集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8296)

*Executive Directors:*

Mr. Liu Tien-Tsai (*Chairman*)  
Mr. Kim Eun Back  
Mr. Ting Yung-Chieh (appointed on 30 September 2012)

*Non-executive Directors:*

Mr. Niu Tse-Cheng (resigned on 30 September 2012)  
Mr. Zheng Yimin (resigned on 30 September 2012)

*Independent non-executive Directors:*

Mr. Chai Chung Wai  
Mr. Ching Clement Yat-biu  
Mr. Lam Ying Hung Andy  
(resigned on 30 September 2012)  
Mr. Luo Xuegang (resigned on 30 September 2012)  
Mr. Lee Koon Hung (appointed on 30 September 2012)

*Registered office:*

Marquee Place, Suite 300  
430 West Bay Road  
P.O. Box 32052  
Grand Cayman KY1-1208  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Shops 1-4, G/F, Lok Ka House,  
240-242 Chatham Road North,  
1A-1C Baker Street,  
Kowloon, Hong Kong

*To the Shareholders,*

Dear Sir or Madam,

### **GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

At the AGM to be held at Shops 1-4, G/F, Lok Ka House, 240-242 Chatham Road North, 1A-1C Baker Street, Kowloon, Hong Kong at 11:00 a.m. on 15 May 2013, Wednesday, ordinary resolutions will be proposed to approve, *inter alia*, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, and the re-election of retiring Directors, and to give you the notice of the AGM.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of Shares that may be repurchased is up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate to repurchase Shares will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by law or the articles of association of the Company; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Set out in Appendix I to this circular is the explanatory statement which is required by the GEM Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with new Shares, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. New Shares may be issued with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the resolution approving the shares issue mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by law or the articles of association of the Company; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company had an aggregate of 742,500,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot and issue up to 148,500,000 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000, divided into 10,000,000,000 Shares, of which 742,500,000 Shares are in issue and fully paid.

### **EXTEND GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate will be extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 16.18 of the Articles of Association, Mr. Liu Tien-Tsai and Mr. Ching Clement Yat-biu shall retire from office as Directors by rotation and, being eligible, will offer themselves for re-election at the AGM.

Particulars relating to the Directors who offer themselves for re-election are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Shops 1-4, G/F, Lok Ka House, 240-242 Chatham Road North, 1A-1C Baker Street, Kowloon, Hong Kong at 11:00 a.m. on 15 May 2013, Wednesday is set out on pages 14 to 19 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM. An announcement on the poll vote results will be published by the Company after the AGM on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the website of the Company at [www.sinolifegroup.com](http://www.sinolifegroup.com).

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

### RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, and the re-election of retiring Directors are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully  
By order of the Board  
**Sino-Life Group Limited**  
**Liu Tien-Tsai**  
*Chairman and Executive Director*

28 March 2013

*This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required under rule 13.08 of the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

## **2. SHARE CAPITAL**

The resolution proposed to be passed at the AGM relates to the grant of a general mandate to the Directors to repurchase Shares on the GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 742,500,000 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to 74,250,000 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

**3. REASONS FOR THE REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

**5. FINANCIAL EFFECT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2012 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

During each of the previous 14 months since 1 January 2012, the highest and lowest prices at which the Shares have been traded on the Stock Exchange were as follows:

|                                           | Share Prices |        |
|-------------------------------------------|--------------|--------|
|                                           | Highest      | Lowest |
| <b>2012</b>                               |              |        |
| January                                   | 0.255        | 0.230  |
| February                                  | 0.315        | 0.230  |
| March                                     | 0.305        | 0.250  |
| April                                     | 0.280        | 0.211  |
| May                                       | 0.240        | 0.210  |
| June                                      | 0.229        | 0.192  |
| July                                      | 0.220        | 0.167  |
| August                                    | 0.210        | 0.186  |
| September                                 | 0.192        | 0.170  |
| October                                   | 0.199        | 0.165  |
| November                                  | 0.198        | 0.175  |
| December                                  | 0.230        | 0.175  |
| <b>2013</b>                               |              |        |
| January                                   | 0.265        | 0.190  |
| February                                  | 0.275        | 0.219  |
| March (up to the Latest Practicable Date) | 0.255        | 0.222  |

**7. DIRECTORS AND THEIR ASSOCIATES**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

**8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, when applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **9. EFFECT OF TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, the following persons (together "Substantial Shareholders") hold the following percentage of the Shares:

| <b>Name of Substantial Shareholder</b> | <b>Long Position</b> | <b>Nature of Interest</b> | <b>Approximate percentage of existing shareholding</b> | <b>Approximate shareholding percentage if the Repurchase Mandate is exercised in full</b> |
|----------------------------------------|----------------------|---------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Liu Tien-Tsai ("Mr. Liu")              | 308,184,000          | Personal                  | 41.51%                                                 | 46.12%                                                                                    |
| Yang YongSheng ("Mr. Yang")            | 36,632,000           | Personal                  | 4.93%                                                  | 5.48%                                                                                     |
| (Note 1)                               | 5,152,000            | Family interest           | 0.69%                                                  | 0.77%                                                                                     |
| Yu WenPing ("Ms. Yu")                  | 5,152,000            | Personal                  | 0.69%                                                  | 0.77%                                                                                     |
| (Note 1)                               | 36,632,000           | Family interest           | 4.93%                                                  | 5.48%                                                                                     |

*Note:*

1. Yu WenPing, the spouse of Yang YongSheng, was deemed to be interested in all the interest of Yang YongSheng and vice versa.

Based on the above shareholding interest of the Substantial Shareholders, and in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the percentage shareholding of the Substantial Shareholders, Mr. Liu, Mr. Yang and Ms. Yu, in the issued share capital of the Company would be increased from approximately 41.51% to approximately 46.12%, from approximately 5.62% to approximately 6.25% and from approximately 5.62% to approximately 6.25% respectively, and such an increase may give rise to an obligation for Mr. Liu to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

#### **10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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*The following are the particulars of the Directors proposed to be re-elected at the AGM:*

**(1)    MR. LIU TIEN-TSAI (“MR. LIU”)**

**Mr. Liu Tien-Tsai** (劉添財), aged 54, is the chairman of the Group. He was appointed as an executive Director on 24 February 2005. Mr. Liu is responsible for the overall corporate strategies, planning, overall operational management and business development of the Group. Mr. Liu founded Bau Shan and became its controlling shareholder in 1998, and has since then been continuously expanding its management team. Mr. Liu is also the team head of the funeral services deed team. Since the Group’s establishment, Mr. Liu has played an active role in training its team.

Mr. Liu obtained certificates in Non-Profit Making Organisation Management and Mortuary Science and Funeral Service Management from Nanhua University (南華大學) in 2000 and 2001 respectively. Having over 10 years of managerial, corporate and business experience, Mr. Liu began his career in funeral business since 1998. Mr. Liu has been a member of Japan Environmental Zhai Yuan Association (日本環境齋苑協會), the National Funeral Director Association of the United States and the FIAT-IFTA of Holland, and a council member of Society of Chinese Funeral Education (中華民國殯葬教育學會) and Chinese Society of Life and Death Studies (中華生死學會). Mr. Liu had also been a lecturer holding seminars on the skills of being a ceremonial master and cosmetology at the Continuing Education Centre, Ling Tung College (嶺東技術學院進修暨推廣教育中心) in Taiwan. Mr. Liu is currently an honorary member of the China Funeral Association (中國殯葬協會) in the PRC.

Pursuant to the terms of service contract entered into between the Company and Mr. Liu, he is appointed as an executive Director for three years commencing from the date of commencement of dealing in Shares on the Stock Exchange, being 9 September 2009. The appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association. The director’s fee payable to him will be determined by the Directors pursuant to the authority granted by the shareholders at the AGM. Mr. Liu’s current monthly remuneration is HK\$100,000.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Liu does not have any interests in the Shares (within the meaning of Part XV of the SFO).

Mr. Liu has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholders. Save as disclosed above, Mr. Liu has not held any directorship in any other listed company in the last three years.

Save as disclosed above, there is no other information relating to Mr. Liu that is required to be disclosed pursuant to Rule 17.50(2)(h) to (x) of the GEM Listing Rules and there is no other matter concerning Mr. Liu that needs to be brought to the attention of the Shareholders.

**(2)    MR. CHING CLEMENT YAT-BIU (“MR. CHING”)**

**Mr. Ching Clement Yat-biu** (程一彪), aged 68, is an independent non-executive Director of the Company. He joined the Group in February 2009 and was appointed an independent non-executive Director on 16 February 2009. Mr. Ching obtained the degree of bachelor of Science in Aerospace Engineering from the University of Kansas in 1967, and the master of business administration degree from the University of Toronto in 1976. He is the director of Caneast Group (Canada) Inc. and also a fellow of the Institute of Canadian Bankers. Mr. Ching has entered into a service contract with the Company for an initial term of three years commencing on the Listing Date.

Pursuant to the terms of the letter of appointment entered into between the Company and Mr. Ching, he is appointed as an independent non-executive Director for three years commencing from the date of commencement of dealing in Shares on the Stock Exchange, being 9 September 2009. Mr. Ching has re-entered into a letter of appointment with the Company for a term of three years from 9 September 2012 to 8 September 2015. The appointment is subject to the provisions of retirement and rotation of Directors under the Articles of Association. The director's fee payable to him will be determined by the Directors pursuant to the authority granted by the shareholders at the AGM. Mr. Ching's current annual remuneration is HK\$70,000.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Ching does not have any interests in the Shares (within the meaning of Part XV of the SFO).

Mr. Ching has no relationship with any Directors or the senior management of the Company, or with any management Shareholders, substantial Shareholders or controlling Shareholders. Save as disclosed above, Mr. Ching has not held any directorship in any other listed company in the last three years.

Save as disclosed above, there is no other information relating to Mr. Ching that is required to be disclosed pursuant to Rule 17.50(2)(h) to (x) of the GEM Listing Rules and there is no other matter concerning Mr. Ching that needs to be brought to the attention of the Shareholders.

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## NOTICE OF THE AGM

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### **SINO-LIFE GROUP LIMITED**

**中國生命集團有限公司**

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

**(Stock Code: 8296)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Sino-Life Group Limited (the “Company”) will be held at Shops 1-4, G/F, Lok Ka House, 240-242 Chatham Road North, 1A-1C Baker Street, Kowloon, Hong Kong at 11:00 a.m. on 15 May 2013, Wednesday for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and of the auditors of Company for the year ended 31 December 2012;
2.
  - A. to re-elect Mr. Liu Tien-Tsai as executive Director;
  - B. to re-elect Mr. Ching Clement Yat-biu as independent non-executive Director;
3. to authorise the board of Directors to fix the Directors’ remuneration;
4. to re-appoint CCIF CPA Limited, the Company’s auditors and to authorize the Board to fix their remuneration;

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## NOTICE OF THE AGM

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and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

5. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

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## NOTICE OF THE AGM

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- (d) for the purposes of this Resolution,

**“Relevant Period”** means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Law”), or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

**“Rights Issue”** means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF THE AGM

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6. as special business to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the Shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution,

**“Relevant Period”** means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Law, or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

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## NOTICE OF THE AGM

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7. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 5 and 6 set out above becoming unconditional and effective, the aggregate nominal amount of the share capital of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 6 shall be added to the aggregate nominal amount of share capital that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 5 set out above.”

By order of the Board  
**Sino-Life Group Limited**  
**Liu Tien-Tsai**  
*Chairman and Executive Director*

Hong Kong, 28 March 2013

*Registered office:*

Marquee Place, Suite 300  
430 West Bay Road  
P.O. Box 32052  
Grand Cayman KY1-1208  
Cayman Islands

*Principal place of business*

*in Hong Kong:*  
Shops 1-4, G/F, Lok Ka House,  
240-242 Chatham Road North,  
1A-1C Baker Street,  
Kowloon, Hong Kong

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## NOTICE OF THE AGM

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*Notes:*

1. Any member of the Company entitled to attend and vote at the annual general meeting (“AGM”) is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. In relation to proposed Resolutions no. 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders of the Company.
6. In relation to proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders of the Company as a whole. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in appendix I to this circular.