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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF
51% ISSUED SHARE CAPITAL OF THE TARGET COMPANY
INVOLVING ISSUE OF CONVERTIBLE BONDS
UNDER GENERAL MANDATE**

THE ACQUISITION

On 15 October 2018, the Company entered into the Share Transfer Agreement with Ms. Zhang, Ms. Yao and the Target Company, pursuant to which (i) the Company has conditionally agreed to acquire 51% of the issued share capital of the Target Company at the consideration of RMB80 million, which shall be satisfied as to RMB40 million in cash and RMB40 million by issue of the Convertible Bonds; and (ii) the Company has conditionally agreed to provide the Shareholder's Loan in the principal amount of RMB40 million to the Target Company. Both the principal amounts of the Convertible Bonds and the Shareholder's Loan are subject to downward adjustment in accordance with the GMV Guarantee.

As at the date of this announcement, the Target Company is held as to 70% and 30% by Ms. Zhang and Ms. Yao, respectively. Upon Completion, the Target Company will be held as to 51% by the Company and will become a non-wholly owned subsidiary of the Company. The financial results and assets and liabilities of the Target Group will thus be consolidated into the financial statements of the Group.

The Conversion Shares represent (i) approximately 6.33% of the existing share capital of the Company as at the date of this announcement; and (ii) approximately 5.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares in full. The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements but exempt from the circular and Shareholders' approval requirements under Rule 14.33 of the Listing Rules.

Completion is subject to the fulfilment or waiver of the conditions precedent under the Share Transfer Agreement. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

THE ACQUISITION

On 15 October 2018, the Company entered into the Share Transfer Agreement with Ms. Zhang, Ms. Yao and the Target Company for the acquisition of an aggregate of 51% issued share capital of the Target Company. Details of the Share Transfer Agreement are set out below.

The Share Transfer Agreement

Date

15 October 2018

Parties

- (i) the Company;
- (ii) Ms. Zhang;
- (iii) Ms. Yao; and
- (iv) the Target Company.

As at the date of this announcement, the Target Company is held as to 70% and 30% by Ms. Zhang and Ms. Yao, respectively.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Target Company, Ms. Zhang and Ms. Yao are third parties independent of the Company and its connected persons.

Subject Matter

The Share Transfer

Pursuant to the Share Transfer Agreement, the Vendors have conditionally agreed to sell and the Company has agreed to purchase the Sale Shares at the consideration of RMB80,000,000. The Sale Shares represent 51% of the issued share capital of the Target Company.

The Shareholder's Loan

Pursuant to the Share Transfer Agreement, the Company shall provide the interest-free and unsecured Shareholder's Loan in the principal amount of RMB40,000,000 to the Target Company. The principal amount of the Shareholder's Loan is subject to downward adjustment as described in the section headed "GMV Guarantee" below.

Consideration

The aggregate Consideration payable by the Company for the Acquisition is RMB120,000,000 being the sum of the consideration for purchasing the Sale Shares of RMB80,000,000 and the Shareholder's Loan of RMB40,000,000, which was determined after arm's length negotiations among the parties to the Share Transfer Agreement on normal commercial terms with reference to the preliminary valuation on the fair value of 100% equity interest of the Target Group in the range of RMB266 million to RMB316 million as at 30 September 2018 conducted by an independent valuer, the Guaranteed GMV (as defined below) as well as the prospects of the Target Group.

The consideration of RMB80,000,000 payable by the Company for purchase of the Sale Shares shall be satisfied in the manner as follows:

- (a) RMB40,000,000 shall be payable by the Company to the Vendors in cash on or before 30 June 2019; and
- (b) RMB40,000,000 shall be payable by the Company by issue of the Convertible Bonds in the principal amount of the HK\$ equivalent of RMB40,000,000 (subject to downward adjustment in accordance with the GMV Guarantee) to the Vendors (or their nominees) (the certificates of which shall be kept in escrow by an escrow agent to be appointed by the Company) on the Completion Date.

The Shareholder's Loan of RMB40,000,000 (subject to downward adjustment in accordance with the GMV Guarantee) shall be paid by the Company in two instalments as follows:

- (a) RMB20,000,000 shall be paid to the Target Company on the Completion Date; and
- (b) RMB20,000,000 shall be paid to the Target Company within three (3) months after the Completion Date.

The cash portion of the Consideration will be funded by the internal resources and/or bank equity financing of the Group.

Conditions precedent

Completion will be subject to the following conditions precedent:

- (a) the results of the due diligence review carried out by the Company on the assets, business operations, financial position and prospects of the Target Group are to the satisfaction of the Company;
- (b) each of the representations and warranties given by Ms. Zhang, Mr. Yao and the Target Company in the Share Transfer Agreement being true, accurate and complete in every material respect as at the date of the Share Transfer Agreement and as at the Completion Date;
- (c) there has not been any material adverse change in respect of the Target Group since the date of the Share Transfer Agreement or any occurrence of an incident which will have a material adverse effect on the business, prospects, operating performance or financing position of the Target Group;
- (d) the Company, the Vendors and the Target Company having obtained all requisite approvals (including the Board resolutions) and complied with relevant regulations under the applicable Cayman Islands laws, its articles and associations, BVI laws and the Listing Rules with respect to the Share Transfer Agreement;
- (e) all requisite filings or registrations having been made with, and all requisite authorisations, approvals, consents and permits (including but not limited to the Stock Exchange) having been obtained from all applicable governmental authorities, or other third parties which are necessary in connection with the execution and performance of the Share Transfer Agreement and any transactions contemplated therein;
- (f) the Corporate Reorganisation (as described in the section headed “Information of the Target Company” below) having been completed and a PRC legal opinion having been issued by a PRC lawyer nominated by the Company setting out the Corporate Reorganisation having completed in accordance with the relevant laws and regulations of the PRC and are legal and valid, the form and substances of which shall be satisfactory to the Company;
- (g) in order to carry out the business that the Target Group intends to operate after the Corporate Reorganisation, each company of the Target Group having obtained any and all consents, permits, orders, approvals, authorisations, registration, change of registration, notice, exemption, filing and any other government authorisation that are fully and effectively maintained in accordance with the laws of its place of establishment;

- (h) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Conversion Shares to be issued upon exercise of the conversion rights attached to the Convertible Bonds; and
- (i) the Target Company Shareholders' Agreement having been signed by, among others, the Company, the Vendors and the Target Company, respectively.

In the event that any of the above conditions precedent cannot be fulfilled or waived (except items (d), (e), (g) and (h)) on or before 31 December 2018 (or any other date as agreed by the parties to the Share Transfer Agreement in writing), the Share Transfer Agreement and the transactions contemplated thereunder shall become null and void, without prejudice to the obligations of any party against the other party(ies) in relation to breach of any terms of the Share Transfer Agreement. Except as otherwise stated in the Share Transfer Agreement, the parties thereto shall be released from all obligations and liabilities thereunder there from.

GMV Guarantee

Pursuant to the Share Transfer Agreement, Ms. Zhang and Ms. Yao jointly and severally, irrevocably and unconditionally warrant and guarantee to the Company that the audited GMV of the Target Group for the year ending 31 December 2019 will not be less than RMB800 million (the "**Guaranteed GMV**").

The Company or an expert appointed by the Company and engaged by the Target Company shall complete the calculation and issue a report relating to the GMV recorded by the Target Group during the year ending 31 December 2019 on or before 31 January 2020.

In the event that the actual GMV of the Target Group for the year ending 31 December 2019 (the "**2019 Actual GMV**") reaches or exceeds the Guaranteed GMV, the Shareholder's Loan shall be capitalised in full on 1 February 2020 and the certificates of the Convertible Bonds shall be released to the Vendors on or before 1 February 2020.

In the event that the 2019 Actual GMV is less than the Guaranteed GMV, the principal amounts of the Shareholder's Loan and the Convertible Bonds shall both be adjusted downwards to an amount calculated in accordance with the following formula:

$$RMB80,000,000 \times (2019 \text{ Actual GMV} / \text{Guaranteed GMV})$$

The adjustment shall be made half on the principal amount of the Shareholder's Loan and half on the principal amount of the Convertible Bonds. For instance, if the Target Company can only achieve half of the Guaranteed GMV, that is, the 2019 Actual GMV is RMB400,000,000, the principal amount of the Shareholder's Loan and the principal amount of the Convertible Bonds shall both be adjusted to RMB20,000,000.

On 1 February 2020, the principal amount of the adjusted Shareholder's Loan shall be capitalised by the Target Company, and the shortfall amount shall be repaid by the Target Company to the Company in cash on or before 31 May 2020. In the meantime, the certificates of the Convertible Bonds with the adjusted principal amount shall be released to the Vendors on or before 1 February 2020.

Completion

Completion shall take place on the fifth (5th) Business Day after the fulfilment or waiver (as the case may be) of each of the conditions precedent set out in the Share Transfer Agreement, or such other date as shall be agreed in writing among the parties thereto.

As at the date of this announcement, the Target Company is held as to 70% and 30% by Ms. Zhang and Ms. Yao, respectively. Upon Completion, the Target Company will be held as to 51%, 33.6%, 14.4% and 1% by the Company, Ms. Zhang, Ms. Yao and an independent third party, respectively, and will become a non-wholly owned subsidiary of the Company. The financial results and assets and liabilities of the Target Group will thus be consolidated into the financial statements of the Group.

Target Company Shareholders' Agreement

Upon Completion, the Company will enter into the Target Company Shareholders' Agreement with, among others, Ms. Zhang, Ms. Yao and the Target Company for the purpose of regulating their relationship as shareholders inter se and with the Target Company, which will contain the following major terms and conditions:

(i) Management and administration

The chief executive officer of the Target Company shall be appointed by Ms. Zhang. The board of directors of the Target Company shall comprise five (5) directors, of whom three (3) shall be appointed by the Company and two (2) shall be appointed by the Vendors. The chairman of the board of directors of the Target Company shall be appointed by the Company.

(ii) Disposal of shares and right of first refusal

Each of the Company, Ms. Zhang and Ms. Yao agrees and undertakes to each other that it/she will not, without the prior written consent of the others, sell, transfer, or otherwise dispose of or encumber any of its/her shares in the Target Company.

If any of the Company, Ms. Zhang and Ms. Yao intends to transfer its/her shares in the Target Company, it/she shall first offer its/her shares in the Target Company contemplated to be transferred to the other existing shareholders in accordance with the provisions of the Target Company Shareholders' Agreement.

ISSUE OF THE CONVERTIBLE BONDS

The Convertible Bonds shall be issued by the Company on the Completion Date to settle part of the consideration for purchase of the Sale Shares.

The principal terms of the Convertible Bonds are as follows:

Issuer	:	The Company
Subscribers	:	The Vendors
Principal amount	:	HK\$ equivalent of RMB40 million
Maturity date	:	The date falling on the second anniversary of the date of issue of the Convertible Bonds, provided that if such date is not a Business Day, the first Business Day immediately after such date.
Interest	:	Nil
Conversion rights	:	Holder of the Convertible Bonds will be entitled to convert the Convertible Bonds only in whole into Conversion Shares on 1 February 2020, provided that the exercise of the conversion rights will not (i) result in the Company being in breach of any provision of the Listing Rules, including without limitation the requirement to maintain any prescribed minimum percentage of the issued share capital of the Company held by the public, or (ii) trigger a mandatory offer obligation under Rule 26 of the Takeovers Code on the part of the holder(s) of the Convertible Bonds which has(ve) exercised the conversion rights.
Conversion price	:	The Initial Conversion Price shall be HK\$0.128 per Conversion Share, subject to adjustment arising from alteration of the nominal amount of the Shares caused by any share consolidation, share subdivision, rights issue or any other reasons as provided in the terms and conditions of the Convertible Bonds.

The Initial Conversion Price of HK\$0.128 per Conversion Share represents (i) a premium of approximately 30.61% to the closing price of HK\$0.098 per Share as quoted on the Stock Exchange on the date of the Share Transfer Agreement; (ii) a premium of approximately 26.98% to the average of the closing prices of HK\$0.1008 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Date; and (iii) a premium of approximately 25.74% to the average of the closing prices of HK\$0.1018 per Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Date. The Initial Conversion Price was determined after arm's length negotiations among the Vendors and the Company with reference to recent closing prices of the Shares as quoted on the Stock Exchange up to and including the date of the Share Transfer Agreement. The Directors consider that the Initial Conversion Price is fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

Conversion Shares : Based on the Initial Conversion Price of HK\$0.128 per Conversion Share, a maximum of 353,125,000 Conversion Shares out of which 247,187,500 Conversion Shares and 105,937,500 Conversion Shares shall be allotted and issued to Ms. Zhang and Ms. Yao, respectively) will be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds in full. The 353,125,000 Conversion Shares represent approximately 6.33% of the existing issued share capital of the Company as at the date of this announcement and represent approximately 5.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares in full.

The aggregate nominal value of the Conversion Shares (with a par value of HK\$0.01 each) will be HK\$3,531,250.

The Conversion Shares shall be allotted and issued pursuant to the General Mandate.

- Redemption : The Company may in its sole discretion voluntarily redeem all or any part of the Convertible Bonds at any time following the issue of the Convertible Bonds and on or prior to the maturity date by repaying the holder(s) of the Convertible Bonds all or any part of outstanding principal amount together with unpaid interest accrued thereon (if any) up to the date of voluntary redemption. Holder(s) of the Convertible Bonds has/have no right to require the Company to redeem the Convertible Bonds, whether on the maturity date or otherwise.
- Transferability : Holder(s) of the Convertible Bonds may only transfer the Convertible Bonds with the prior written consent of the Company.
- Voting rights : Holder(s) of the Convertible Bonds shall not be entitled to attend or vote at any meetings of the Company by reason only of it being a holder of the Convertible Bonds.
- Listing : No application will be made by the Company for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchanges.
- The Company will apply to the Stock Exchange for the listing of and permission to deal in the Conversion Shares to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds.
- Status : The Convertible Bonds constitute direct, unsubordinated, and unsecured obligations of the Company and shall at all times rank pari passu among themselves and with all existing and future unsubordinated and unsecured obligations of the Company, and shall entitle holder(s) thereof to receive repayment in priority over the Shareholders.

INFORMATION OF THE TARGET GROUP

The Target Company is a company incorporated in the BVI with limited liability which is principally engaged in investment holding. As at the date of the Share Transfer Agreement, the Target Company is owned as to 70% and 30% by Ms. Zhang and Ms. Yao, respectively.

Upon Completion, the Target Company via certain BVI and Hong Kong intermediate holding companies, will indirectly and effectively own 45.9% beneficial interest in the equity interests of the PRC Company and approximately 22% of the equity interests in Shanghai Malls. The PRC Company, whose financial results will be consolidated into the Group as a subsidiary, is a new company to be established to carry out the offline business of Shanghai Malls and will receive and record all the sales and profits to be generated from the shops. Upon Completion, Shanghai Malls will become an associate of the Group and its financial results will not be consolidated into the financial statements of the Group.

The core business of Shanghai Malls is community online and offline (O2O) e-commerce operation, focusing on second-tier, third-tier and fourth-tier cities in the PRC. It operates O2O community services platform in the new mode of off-line experience in its physical stores and on-line consumer orderings, and only serves registered members. Members can visit the physical stores and see if there are any goods in the stores that meet their needs and place the order on-line. According to the management of Shanghai Malls, there are more than 160 physical stores under the brand of “Wuzhou Selections” (“五洲精選”) and over 410,000 registered members and over 50,000 members have made on-line purchasing. Leveraging on its mature network system and innovative socialised-franchise model, it aims to construct and operate a platform providing selected products from high quality sourcing (based on the consumers’ needs) and become a new mainstream of community e-commerce services.

The network system of Shanghai Malls provides real-time data on transactions and owners of physical stores can monitor the operating situations of their shops. The business model of Shanghai Malls is capable of reducing the operating costs significantly, especially when the profit margin of e-commerce transactions is low.

Financial information of the Target Group

As at the date of this announcement, the Target Company has yet to commence operation, it has not generated or incurred any turnover, profit or loss after tax and has negligible net assets.

Shanghai Malls was incorporated in February 2015 and its unaudited financial information under PRC GAAP for the years ended or as at 31 December 2016 and 31 December 2017 and the six months ended or as at 30 June 2018 is set out as follows:

	For the year ended/ as at 31 December 2016 (unaudited) (RMB'000)	For the year ended/ as at 31 December 2017 (unaudited) (RMB'000)	For the six months ended/ as at 30 June 2018 (unaudited) (RMB'000)
Turnover	5,378	20,417	16,914
Profit/(loss) before taxation	4,006	(80,677)	(54,917)
Profit/(loss) after taxation	4,006	(80,677)	(54,917)
Net liabilities	(1,965)	(7,914)	(134,058)
Total assets	7,205	82,858	79,983

INFORMATION OF THE GROUP

The Company is a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange. The Company is an investment holding company and the Group is principally engaged in the provision of e-smart terminal services for retail stores in the PRC and trading businesses across Asia. It has also been expanding its businesses into the consumer products market conforming to the Group's business principle of "making life easier and benefiting people's livelihood" (易生活，惠民生).

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding in the Company (a) as at the date of this announcement; and (b) after full conversion of the Convertible Bonds (assuming no further Shares will be issued or repurchased from the date of this announcement up to the date upon which the Convertible Bonds are fully converted) are as follows:

Shareholder

	As at the date of this announcement		After full conversion of the Convertible Bonds	
	<i>Number of Shares</i>	<i>Approximate shareholding percentage %</i>	<i>Number of Shares</i>	<i>Approximate shareholding percentage %</i>
Substantial Shareholder				
Ms. Liu Qihua	717,634,000	12.88	717,634,000	12.10
Directors				
Mr. Zhang Xiaobin	84,920,000	1.52	84,920,000	1.43
Mr. Gao Feng (<i>Note</i>)	242,164,000	4.34	242,164,000	4.09
Mr. Chiu Sui Keung	56,542,000	1.01	56,542,000	0.95
Other Directors/directors of the subsidiaries of the Company	115,932,000	2.08	115,932,000	1.96
Vendors				
Ms. Zhang	0	0.00	247,187,500	4.17
Ms. Yao	0	0.00	105,937,500	1.79
Public Shareholders	4,358,343,400	78.17	4,358,343,400	73.51
Total:	<u>5,575,535,400</u>	<u>100.00</u>	<u>5,928,660,400</u>	<u>100.00</u>

Note: Mr. Gao Feng has corporate interest in 178,000,000 Shares and personal interest in 64,164,000 Shares.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of esmart terminal services for retail stores in the PRC and trading businesses across Asia and expanding its business into the consumer product market and related value-added services. Whilst the Group maintains its core business in these areas, the Board continuously explores different investment opportunities and is of the opinion that this Acquisition represents an outstanding opportunity for the Group to penetrate its business scope into local communities of different levels of cities in the PRC.

China's consumer markets are shifting from affordable basic supplies to quality consumer goods. The annual compound growth rate in consumer goods is expected to exceed 7% from 2010 to 2020, which is equivalent to the expected growth rate in GDP and is higher than the annual growth rate for necessities of 5%. The integration of online and offline consumer market, the development of e-commerce and the expansion of retail market are the three major trends in, and key drivers for the growth of, the industry.

The business model of Shanghai Malls involves the recruitment of investors to provide funds for investments in rental of physical stores, renovation and initial operating costs. After physical stores started operations, investors will receive 10% of the value of the merchandise sold as fixed investment returns. This will incentivise investors to boost turnovers. The business model also reduces staff costs and supply chain resources will also be utilised effectively. As the network system of the Target Group can provide real-time data on sale of products in stores, the Target Group will be able to obtain up-to-date information on the latest market trends of products and implement strategies to adapt to the ever-changing consumer goods market.

The Group has refined its business model to expand its business to consumer goods and related value-added services, as well as to consider acquiring other related businesses with high growth potential. The consolidation, integration and seamless merging of online and offline stores of the Target Group creates huge room for development of the new consumption pattern.

The parties to the Share Transfer Agreement will implement the cooperation in supply chain business and high-tech services. The Acquisition will significantly facilitate and promote the future development of the Group's business and accelerate the transformation of the Group's business.

The Board is of the view that the O2O e-commerce business will bring a new revenue stream to the Company. The big-data collected from the O2O e-commerce business can also provide a cut-in point for the Company to identify potential business opportunities in consumer markets and develop new lines of products and services.

Accordingly, in consideration of the above and the Guaranteed GMV, the Directors are of the view that the terms of the Share Transfer Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements but exempt from the circular and Shareholders' approval requirements under Rule 14.33 of the Listing Rules.

GENERAL

Completion is subject to the fulfilment or waiver of the conditions precedent under the Share Transfer Agreement. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“Acquisition”	the acquisition of 51% issued share capital of the Target Company pursuant to the terms of the Share Transfer Agreement
“Board”	the board of Directors
“Business Day(s)”	a day (other than Sunday) on which banks in Hong Kong are open for business in Hong Kong or the PRC (as applicable) generally throughout their normal business hours
“BVI”	the British Virgin Islands
“Company”	Elife Holdings Limited, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 223)
“Completion”	the completion of the Acquisition pursuant to the terms and conditions of the Share Transfer Agreement
“Completion Date”	date of Completion
“connected person”	has the meaning ascribed to such term in the Listing Rules
“Consideration”	the consideration payable by the Company for the Acquisition

“Conversion Share(s)”	the Share(s) to be allotted and issued upon exercise of the rights attached to the Convertible Bonds to convert the principal amount of the Convertible Bonds into Shares pursuant to the terms and conditions of the Convertible Bonds
“Convertible Bonds”	the convertible bonds in the principal amount of HK\$40 million (subject to downward adjustment in accordance with the GMV Guarantee) to be issued by the Company to the Vendors or its nominee(s) to settle part of the consideration for the Share Transfer and are convertible into Conversion Shares at an initial conversion price of HK\$0.128 per Conversion Share pursuant to the terms and conditions of the Share Transfer Agreement
“Corporate Reorganisation”	the corporate reorganisation to be implemented by the Target Group prior to Completion pursuant to the Share Transfer Agreement
“Directors”	the directors of Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 27 September 2018 to allot, issue and deal with up to 1,115,107,080 new Shares, being approximately 20% of the then issued share capital of the Company as at the date of the said annual general meeting
“GMV”	gross merchandise value
“GMV Guarantee”	the guarantee provided by the Vendors in respect of the GMV of the Target Group for the year ending 31 December 2019 as set out in the Share Transfer Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Initial Conversion Price”	HK\$0.128 per Conversion Share, being the initial conversion price of the Convertible Bonds, subject to adjustments as agreed in the Share Transfer Agreement
“Last Trading Date”	12 October 2018
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Yao”	Ms. Yao Zhimin (姚志敏女士), the holder of 30% of the issued share capital of the Target Company
“Ms. Zhang”	Ms. Zhang Qiang (張薔女士), the holder of 70% of the issued share capital of the Target Company
“PRC”	the People’s Republic of China
“PRC Company”	the company to be established in the PRC to carry out the offline business of Shanghai Malls and receive and record all the sales and profit to be generated from the shops
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Share(s)”	the shares of the Target Company held by Ms. Zhang and Ms. Yao representing 51% of the issued share capital of the Target Company on the Completion Date
“Shanghai Malls”	上海貓仕電子商務有限公司 (Shanghai Malls E-commerce Company Limited), a limited liability company established in the PRC
“Share(s)”	ordinary shares of HK\$0.01 par value each in the share capital of the Company
“Share Transfer”	the transfer of the Sale Shares to be made by Ms. Zhang and Ms. Yao to the Company pursuant to the terms of the Share Transfer Agreement
“Share Transfer Agreement”	the Share Transfer Agreement dated 15 October 2018 and entered into among the Company, Ms. Zhang, Ms. Yao and the Target Company in relation to the Acquisition

“Shareholder(s)”	holders of the Shares
“Shareholder’s Loan”	the interest free and unsecured shareholder’s loan in the principal amount of RMB40,000,000 to be made by the Company to the Target Company, subject to the downward adjustment (if any) stated in the section headed “GMV Guarantee” in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Central Luxuriant Limited 茂中有限公司, a company incorporated in BVI with limited liability
“Target Company Shareholders’ Agreement”	the shareholders’ agreement to be entered into, among others, by the Company, Ms. Zhang, Ms. Yao and the Target Company upon Completion
“Target Group”	the Target Company and its existing and future subsidiaries
“Vendors”	Ms. Zhang and Ms. Yao, collectively
“%”	per cent

By order of the Board
Elife Holdings Limited
Chow Chi Fai
Company Secretary

Hong Kong, 15 October 2018

As at the date of this announcement, the executive Directors are Mr. Zhang Xiaobin, Mr. Gao Feng, Mr. Chiu Sui Keung and Mr. Sun Qiang, the non-executive Directors are Mr. Zhang Yichun and Ms. Xu Ying and the independent non-executive Directors are Mr. Cheng Wing Keung Raymond, Mr. Lam Williamson, Mr. Wong Hoi Kuen and Dr. Lam Lee G.