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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Sino-Life Group Limited (中國生命集團有限公司) (the “Company”) dated 2 September 2009.*



## **SINO-LIFE GROUP LIMITED**

**中國生命集團有限公司**

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

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 150,000,000 Shares**  
(subject to the Adjustment Options)  
**Placing Price : HK\$0.72 per Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%)**  
**Nominal value : HK\$0.10 each**  
**GEM stock code : 8296**

**Sponsor**



**Joint Bookrunners and Joint Lead Managers**



- The 150,000,000 Shares initially offered by the Company under the Placing were significantly over-subscribed. Apart from the 150,000,000 Shares initially offered by the Company under the Placing, Oriental Patron or its agent on behalf of the Underwriters has over-allocated an aggregate of 22,500,000 additional Shares under the Placing. In order to cover such over-allocations, Oriental Patron has entered into stock borrowing arrangements with the Controlling Shareholder.
- 172,500,000 Shares have been conditionally allocated to a total of 144 selected professional, institutional and other investors.
- DnB NOR Asset Management (Asia) Limited has subscribed for and been conditionally allocated 35,000,000 Placing Shares, representing approximately 23.33% of the total Placing Shares initially offered by the Company under the Placing, and approximately 5.83% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (assuming the Over-allotment Option is not exercised), at the Placing Price under the Placing. The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, Chief Executive, Controlling Shareholder or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after completion of the Placing, the public float of the Company will be approximately 41.85% of the enlarged issued share capital of the Company.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Wednesday, 9 September 2009.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

Pursuant to the Price Determination Agreement dated 2 September 2009, the Placing Price is agreed to be HK\$0.72 per Share (excluding brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing (assuming that the Over-allotment Option is not exercised) are estimated to be approximately HK\$91,000,000.00. As the Placing Price is HK\$0.72, the net proceeds will be applied as set out in the prospectus of the Company on a pro rata basis.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 150,000,000 Shares initially offered by the Company under the Placing were significantly over-subscribed. Apart from the 150,000,000 Shares initially offered by the Company under the Placing, Oriental Patron or its agent on behalf of the Underwriters has over-allocated an aggregate of 22,500,000 additional Shares under the Placing. In order to cover such over-allocations, Oriental Patron has entered into stock borrowing arrangements with the Controlling Shareholder.

In connection with the Placing, the Company has granted the Adjustment Options to the Underwriters. Since the Placing Price is agreed to be HK\$0.72 per Share, the size of the Placing is more than HK\$100 million. In such event, the Offer Size Adjustment Option has not been exercised and has lapsed. Oriental Patron or its agent on behalf of the Underwriters may exercise the Over-allotment Option, which may be exercisable at any time from the date of the Prospectus up to (and including) the date which is the 30th day after the date of the Prospectus to require the Company to allot and issue up to an aggregate of 22,500,000 additional new Shares, representing in aggregate 15% of the Placing Shares initially available under the Placing to cover any over-allocation under the Placing. Oriental Patron and/or its affiliates and agents, on behalf of the Underwriters, as stabilizing manager or any person acting for it, may enter into or effect stabilization actions in compliance with the Securities and Futures (Price Stabilizing) Rules and other applicable stabilizing laws, rules and regulations in place in Hong Kong, details of which are contained in the Prospectus. In the event that the Over-allotment Option is exercised, the Company will issue a separate announcement accordingly. If the Over-allotment Option is exercised in full, the aggregate number of Shares to be issued pursuant thereto will represent approximately 3.61% of the enlarged issued share capital of the Company following completion of the Placing and the Capitalisation Issue and full exercise of the Over-allotment Option.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 172,500,000 Shares (including 22,500,000 Shares over-allocated by Oriental Patron or its agent on behalf of the Underwriters under the Placing) have been conditionally allocated to a total of 144 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated (i.e. 172,500,000 Placing Shares)</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (i.e. 600,000,000 Shares, assuming the Over-allotment Option is not exercised)</b>
Top placee ( <i>note</i> )	35,000,000	20.29%	5.83%
Top 5 placees	92,760,000	53.77%	15.46%
Top 10 placees	115,552,000	66.99%	19.26%
Top 25 placees	150,964,000	87.52%	25.16%

<b>Number of Placing Shares allocated</b>	<b>Number of placees</b>
4,000 to 100,000	87
100,001 to 500,000	18
500,001 to 1,000,000	7
1,000,001 to 2,000,000	15
2,000,001 to 5,000,000	11
5,000,001 and above	6

*Note:* There was one top placee, who was conditionally allocated 35,000,000 Placing Shares under the Placing.

DnB NOR Asset Management (Asia) Limited has subscribed for and been conditionally allocated 35,000,000 Placing Shares, representing approximately 23.33% of the total Placing Shares initially offered by the Company under the Placing, and approximately 5.83% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (assuming the Over-allotment Option is not exercised), at the Placing Price under the Placing. The Directors confirm that all placees under the Placing are independent of and not connected with any of the Directors, Chief Executive, Controlling Shareholder or Substantial Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23 of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Immediately after completion of the Placing, the public float of the Company will be approximately 41.85% of the enlarged issued share capital of the Company.

#### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 8 September 2009 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) is entitled to terminate the Placing and the Underwriting Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Listing Date upon occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the Placing and the Underwriting Agreement are terminated, an announcement will be published by the Company on the GEM website and the Company's website at [www.sinolifegroup.com](http://www.sinolifegroup.com) accordingly.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Wednesday, 9 September 2009. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website and the Company's website at [www.sinolifegroup.com](http://www.sinolifegroup.com). The Shares will be traded in board lots of 4,000 Shares each.

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

*Executive Directors:*

Mr. Liu Tien-Tsai  
Mr. Kim Eun Back

*Non-executive Directors:*

Mr. Niu Tse-Cheng  
Mr. Zheng Yimin

*Independent non-executive Directors:*

Mr. Chai Chung Wai  
Mr. Ching Clement Yat-biu  
Mr. Lam Ying Hung Andy  
Mr. Luo Xuegang

Hong Kong, 8 September 2009

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at [www.sinolifegroup.com](http://www.sinolifegroup.com).*