

TARGET

Intelligence Report

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SINO-LIFE GROUP LTD: CAN ONE TRULY BELIEVE ALL THAT MANAGEMENT HAS CLAIMED ?

At Page 104 of the 2023 Annual Report of Sino-Life Group Ltd (中國生命集團有限公司) (Code: 8296, The GEM – The Growth Enterprise Market – The Stock Exchange of Hongkong Ltd), under the heading, ‘**GENERAL INFORMATION**,’ one was appraised, in exactly two paragraphs, of the business of this Company:

*‘Sino-Life Group Limited (the “**Company**”) was incorporated on 24 February 2005 in the Cayman Islands as an exempted company with limited liability under the Cayman Islands Companies Law. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 9 September 2009.*

*‘The Company is principally engaged in investment holding. The subsidiaries are mainly engaged in the provision of funeral and related services in the PRC, Taiwan and Hong Kong Special Administrative Region, the PRC (“**Hong Kong**”), sale of burial plots and tombstones and provision of cemetery maintenance services in Socialist Republic of Vietnam (“**Vietnam**”), provision of advisory services on stem cells and immunocytes in the PRC and sales of advanced biotechnical machinery and other electronic products in Hong Kong. The Company and its subsidiaries are herein collectively referred to as the “**Group**”. The address of the Company’s registered office is The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands. The address of the Company’s principal place of business is 18/F, Ovest, No. 77 Wing Lok Street, Sheung Wan, Hong Kong.’*

On Friday, June 14, 2024, Mr Xu Jian Chun (許建春), the Chairman of the Board of Directors of Sino-Life Group Ltd, as well as being an Executive Director of the Company, caused to publish and to disseminate in The Hongkong Special Administrative Region (HKSAR) of the People’s Republic of China (PRC), the following announcement:

‘COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of Sino-life Group Limited (the “Company”) dated 10 May 2024 and 31 May 2024 (the “Announcements”) in relation to Placing of new Shares under General Mandate. Unless otherwise stated, the capitalised terms used herein shall have the same meaning as those defined in the Announcements.

‘COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

‘The Board is pleased to announce that all conditions of the Placing Agreement have been fulfilled and the completion took place on 14 June 2024 and, in accordance with the terms and conditions of the Placing Agreement, the Placing Agent has successfully placed an aggregate of 60,000,000 Placing Shares, representing (i) 6.78% of the issued share capital of the Company immediately before the Placing and (ii) approximately 6.35% of the issued share capital of the Company as enlarged by the allotment and issue of 60,000,000 Placing Shares as at the date of this announcement, to not less than six independent Placees at the Placing Price of HK\$0.1 per Placing Share.

‘To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owners (where applicable) is an Independent Third Party and none of the Placees have become a substantial shareholder of the Company (as defined in the GEM Listing Rules) as a result of the Placing.

‘The gross proceeds and net proceeds (after deduction of commission and other expenses of the Placing) from the Placing will be HK\$6.0 million and approximately HK\$5.7 million, respectively, representing a net issue price of approximately HK\$0.095 per Placing Share. It is expected that the net proceeds will be applied to replenish the general working capital so as to ensure sufficient liquidity for the Group’s operation in Hong Kong.

‘EFFECT ON SHAREHOLDING OF THE PLACING

‘The shareholding structure of the Company immediately before and after the completion of the Placing are set out below:

	<i>Immediately before completion of the Placing</i>		<i>Immediate after completion of the Placing</i>	
	<i>Number of Shares</i>	<i>% (approx.)</i>	<i>Number of Shares</i>	<i>% (approx.)</i>
<i>Hong Kong Gaoqi Biological Technology Company Limited (“HK Gauci”) (Note)</i>	<i>220,475,000</i>	<i>24.91</i>	<i>220,475,000</i>	<i>23.33</i>
<i>Mr. Ou Yafei</i>	<i>147,864,000</i>	<i>16.71</i>	<i>147,864,000</i>	<i>15.65</i>

Public Shareholders:

Placees		–	–	60,000,000	6.35
Other public Shareholders	<u>516,661,000</u>		<u>58.38</u>	<u>516,661,000</u>	<u>54.67</u>
Total	<u>885,000,000</u>		<u>100.00</u>	<u>945,000,000</u>	<u>100.00</u>

Note: Mr. Xu Jianchun (“Mr. Xu”), the Chairman of the Company and an executive Director, is the director of HK Gaoqi (Hongkong Gaoqi Biological Technology Company Ltd [香港高崎生物科技有限公司]), which holds 24.91% Shares as at the date of this announcement, and the director of Houp BioTechnology Limited (“HBT Limited”), which holds 9.78% of equity interests in HK Gaoqi. Mr. Xu is interested in HK Gaoqi through his 25.55% direct beneficial interest and 9.78% through HBT Limited. HBT Limited, a company incorporated in the British Virgin Islands, has two classes of shares, namely class A and class B, in which shareholders of class A and class B have 30 votes and 1 vote per share in the shareholders’ meeting respectively, and Mr. Xu holds 94.07% class A interests in HBT Limited and Ms. Qiu Qi, the spouse of Mr. Xu, holds 5.93% class A interests and 10.74% class B interests in HBT Limited. By virtue of the SFO, Mr. Xu is taken to be interested in all the shares held by Ms. Qiu Qi (邱琪), hence Mr. Xu collectively controls 86.78% of the total voting rights of HBT Limited, and in turn is interested in 9.78% of HK Gaoqi.’

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