

**23 JUNE 2023**

**ELIFE HOLDINGS LIMITED**  
易生活控股有限公司

**and**

**DL SECURITIES (HK) LIMITED**  
(德林證券(香港)有限公司)

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**NINTH SUPPLEMENTAL AGREEMENT  
TO THE PLACING AGREEMENT  
relating to the shares of  
ELIFE HOLDINGS LIMITED  
易生活控股有限公司**

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**THIS NINTH SUPPLEMENTAL AGREEMENT IS MADE ON 23 JUNE 2023**

**BETWEEN:**

- (1) **ELIFE HOLDINGS LIMITED** 易生活控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability whose registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands while its principal place of business in Hong Kong is located at Unit 806, Level 8, Core D, Cyberport 3, 100 Cyberport Road, Hong Kong and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 223) (the "**Company**"); and
- (2) **DL SECURITIES (HK) LIMITED** (德林證券(香港)有限公司), a company incorporated in Hong Kong whose business address is at Flat 01 29/F Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong (the "**Placing Agent**").

**WHEREAS:**

- (A) On 12 December 2022, the Parties entered into the placing agreement (the "**Placing Agreement**") whereby the Company agreed to place up to 150,537,742 Placing Shares and the Placing Agent agreed to procure on a best effort basis subscribers for the Placing Shares upon the terms and subject to the Conditions set out in the Placing Agreement.
- (B) On 5 January 2023, the Parties entered into the supplemental agreement to the Placing Agreement (the "**First Supplemental Agreement**") to extend the Long Stop Date from 9 January 2023 to 30 January 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (C) On 20 January 2023, the Parties entered into the second supplemental agreement to the Placing Agreement (the "**Second Supplemental Agreement**") to extend the Long Stop Date from 30 January 2023 to 20 February 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (D) On 16 February 2023, the Parties entered into the third supplemental agreement to the Placing Agreement (the "**Third Supplemental Agreement**") to extend the Long Stop Date from 20 February 2023 to 13 March 2023 (or such later date as may be agreed between the Company and the Placing Agent).

- (E) On 10 March 2023, the Parties entered into the fourth supplemental agreement to the Placing Agreement (the "**Fourth Supplemental Agreement**") to extend the Long Stop Date from 13 March 2023 to 3 April 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (F) On 31 March 2023, the Parties entered into the fifth supplemental agreement to the Placing Agreement (the "**Fifth Supplemental Agreement**") to extend the Long Stop Date from 3 April 2023 to 24 April 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (G) On 21 April 2023, the Parties entered into the sixth supplemental agreement to the Placing Agreement (the "**Sixth Supplemental Agreement**") to extend the Long Stop Date from 24 April 2023 to 15 May 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (H) On 12 May 2023, the Parties entered into the seventh supplemental agreement to the Placing Agreement (the "**Seventh Supplemental Agreement**") to extend the Long Stop Date from 15 May 2023 to 5 June 2023 (or such later date as may be agreed between the Company and the Placing Agent).
- (I) On 2 June 2023, the Parties entered into the eighth supplemental agreement to the Placing Agreement (the "**Eighth Supplemental Agreement**", together with the First Supplemental Agreement, the Second Supplemental Agreement, the Third Supplemental Agreement, the Fourth Supplemental Agreement, the Fifth Supplemental Agreement, the Sixth Supplemental Agreement and the Seventh Supplemental Agreement, collectively, the "**Supplemental Agreements**") to extend the Long Stop Date from 5 June 2023 to 26 June 2023 (or such later date as may be agreed between the Company and the Placing Agent) and adjust the Placing Price downwards.
- (J) The Parties wish to further amend certain terms of the Placing Agreement (as amended and supplemented by the Supplemental Agreements) as set out in this Ninth Supplemental Agreement.

**IT IS HEREBY AGREED** as follows:

1. Unless otherwise stated, capitalised terms used in this Ninth Supplemental Agreement shall have the same meanings as ascribed thereto

in the Placing Agreement (as amended and supplemented by the Supplemental Agreements).

2. The Parties agree that the definition of "Long Stop Date" in Clause 1.1 of the Placing Agreement (as amended and supplemented by the Supplemental Agreements) shall be deleted in its entirety and replaced as follows:

**"Long Stop Date"** means 30 June 2023 or such later date as may be agreed between the Company and the Placing Agent;

3. The Parties agree that the rate of the Placing Commission in Clause 4.1 of the Placing Agreement shall be adjusted from three (3) per cent. to five (5) per cent. of the amount equal to the Placing Price multiplied by the number of Placing Shares actually placed and completed in accordance with Clause 3 of the Placing Agreement.

4. Save as hereby specifically amended, all the terms and conditions contained in the Placing Agreement (as amended and supplemented by the Supplemental Agreements) shall continue to remain in full force and effect.

5. This Ninth Supplemental Agreement shall be governed by and construed in accordance with Hong Kong law.

6. This Ninth Supplemental Agreement may be executed in one or more counterparts, and each of which shall be deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

**IN WITNESS** whereof this Ninth Supplemental Agreement has been entered into the day and year first above written.

**SIGNED** by Mr. Chiu Sui Keung )  
for and on behalf of )  
**ELIFE HOLDINGS LIMITED** )  
易生活控股有限公司 )  
)



**SIGNED** by )  
for and on behalf of )  
**DL SECURITIES (HK) LIMITED** )  
德林證券(香港)有限公司 )  
)

**IN WITNESS** whereof this Ninth Supplemental Agreement has been entered into the day and year first above written.

**SIGNED** by Mr. Chiu Sui Keung )  
for and on behalf of )  
**ELIFE HOLDINGS LIMITED** )  
易生活控股有限公司 )  
)

**SIGNED** by Mr. SUN Yu )  
for and on behalf of )  
**DL SECURITIES (HK) LIMITED** )  
德林證券(香港)有限公司 )  
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