

16 February 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)

**THIRD SUPPLEMENTAL AGREEMENT TO
THE PLACING AGREEMENT**

**relating to the shares of
ELIFE HOLDINGS LIMITED**

易生活控股有限公司

THIS THIRD SUPPLEMENTAL AGREEMENT IS MADE ON 16 FEBRUARY 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"**, together with the First Supplemental Agreement, the **"Supplemental Agreements"**) 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) 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 Third Supplemental Agreement.

IT IS HEREBY AGREED as follows:

1. Unless otherwise stated, capitalised terms used in this Third 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 13 March 2023 or such later date as may be agreed between the Company and the Placing Agent;”

3. 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.

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

5. This Third 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 Third 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)
)

A handwritten signature in black ink, appearing to be 'SUN Yu', written over the signature line for DL SECURITIES (HK) LIMITED.

IN WITNESS whereof this Third 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

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

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