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**DESPATCH OF THE CIRCULAR IN RELATION TO
(1) CONNECTED TRANSACTION
IN RELATION TO LOAN CAPITALIZATION
INVOLVING SUBSCRIPTION OF SHARES
UNDER SPECIFIC MANDATE;
(2) APPLICATION FOR WHITEWASH WAIVER; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to (i) the announcement of the Company dated 28 November 2024 in relation to, among other things, the Subscription and the Whitewash Waiver; and (ii) the announcement of the Company dated 19 December 2024 in relation to, among other things, the delay in despatch of the Circular (collectively, the “**Announcements**”). Unless otherwise specified herein, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board wishes to announce that the Circular containing, among other matters, (i) details of the Subscription Agreement and the transactions contemplated thereunder, including the Subscription, the Loan Capitalization, granting of the Specific Mandate and the Whitewash Waiver; (ii) a letter of advice from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser; (iv) financial information of the Group; (v) a notice of EGM together with the form of proxy; and (vi) other information as required under the Listing Rules and the Takeovers Code, has been despatched to the Shareholders on 28 January 2025.

The EGM will be held at Office 1101–02, 11/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Monday, 17 February 2025, 10:45 a.m., details of which are set out in the notice of the EGM despatched to the Shareholders on 28 January 2025.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Subscription Agreement, the Subscription may or may not proceed. The Whitewash Waiver may or may not be granted by the Executive and if granted, will be subject to the approval by at least 75% and more than 50% respectively of the votes cast by the Independent Shareholders in person or by proxy by way of poll in respect of the Whitewash Waiver and the underlying transactions (i.e. the Subscription, the Loan Capitalization, and the Specific Mandate) at the EGM. Completion of the Subscription is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Independent Shareholders.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

By order of the Board
China NT Pharma Group Company Limited
Ng Tit
Chairman

Hong Kong, 28 January 2025

As at the date of this announcement, the executive Directors are Mr. Ng Tit and Ms. Ng Anna Ching Mei; the non-executive Directors are Dr. Qian Wei and Ms. Chin Yu; and the independent non-executive Directors are Mr. Yu Tze Shan Hailson, Dr. Zhao Yubiao, and Mr. Ng Ming Kwan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.