

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



COMPLETION OF CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALIZATION INVOLVING SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

Reference is made to (i) the announcements of the Company dated 28 November 2024, 19 December 2024, 28 January 2025, 4 February 2025 and 17 February 2025 (the “**Announcements**”); and (ii) the circular dated 28 January 2025 in relation to, among other things, the Subscription, the Loan Capitalization and the Whitewash Waiver (the “**Circular**”). Unless otherwise specified herein, capitalized terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF THE SUBSCRIPTION

On 28 November 2024 (after trading hours), the Company entered into the Subscription Agreement with Subscriber A and Subscriber B, pursuant to which the Company has conditionally agreed to allot and issue to (i) Subscriber A, and Subscriber A has conditionally agreed to subscribe for, 263,636,363 new Shares at the Subscription Price of HK\$0.33 per Subscription Share for a total consideration of HK\$86,999,999.79, which shall be satisfied by way of offsetting HK\$87.00 million in the outstanding principal amount and the accrued interest of the shareholder’s loans under the Loan Agreement A; and (ii) Subscriber B, and Subscriber B has conditionally agreed to subscribe for, 146,520,146 new Shares at the Subscription Price of HK\$0.33 per Subscription Share for a total consideration of HK\$48,351,648.18, which shall be satisfied by way of offsetting HK\$48,351,648.35 in the outstanding principal amount and the accrued interest of the loans under the Loan Agreement B.

The Board is pleased to announce that all conditions in respect of the Subscription Agreement as set out in the sub-section headed “Conditions of the Subscription” of the Circular have been fulfilled and the completion of the Subscription took place on 21 February 2025. At the completion of the Subscription, 263,636,363 and 146,520,146 new Shares were duly allotted and issued as fully paid by the Company to Subscriber A and Subscriber B respectively at the Subscription Price of HK\$0.33 per Subscription Share pursuant to the Specific Mandate obtained at the EGM held on 17 February 2025. The Subscription Shares represent approximately 60.83% of the issued share capital of the Company as enlarged by the allotment

and issue of the Subscription Shares as at the date of this announcement. As the Subscription Price will be satisfied by way of offsetting part of the outstanding amount of the shareholder's loans under the respective Loan Agreements owed by the Company to the Subscribers, there will be no cash proceeds (or any other form of proceeds save for set-off of outstanding loans) from the allotment and issue of the Subscription Shares available to be utilized by the Company.

CHANGE IN SHAREHOLDING OF THE COMPANY

As at the date of this announcement and upon completion of the Subscription, the Company has a total of 674,246,015 Shares in issue.

The table below sets out the shareholding structures of the Company (i) immediately prior to completion of the Subscription; and (ii) immediately after completion of the Subscription:

	Immediately prior to completion of the Subscription		Immediately after completion of the Subscription	
	<i>Number of shares</i>	<i>%⁽¹⁾</i>	<i>Number of shares</i>	<i>%⁽²⁾</i>
Subscriber A and parties acting in concert with it				
Subscriber A ⁽³⁾	40,289,200	15.26	303,925,563	45.08
Ms. Chin Yu	273,333	0.10	273,333	0.04
Subtotal	40,562,533	15.36	304,198,896	45.12
Subscriber B and parties acting in concert with it				
Subscriber B ⁽⁴⁾	—	—	146,520,146	21.73
Mr. Jeong Chong Mang	54,762,300	20.74	54,762,300	8.12
Annie Investment Co. Ltd.	170,000	0.06	170,000	0.03
Subtotal	54,932,300	20.80	201,452,446	29.88
Subscriber A, Subscriber B and parties acting in concert with each of them				
	95,494,833	36.16	505,651,342	75.00
Mr. Yu Tze Shan Hailson ⁽⁵⁾	15,000	0.01	15,000	0.002
Public shareholders				
Dr. Wang Minzhi ⁽⁶⁾⁽⁷⁾	46,372,286	17.56	46,372,286	6.88
Other public shareholders ⁽⁷⁾	122,207,387	46.27	122,207,387	18.13
Total issued Shares	264,089,506	100.00	674,246,015	100.00

Notes:

- (1) These percentages are calculated based on 264,089,506 Shares in issue immediately prior to completion of the Subscription.
- (2) These percentages are calculated based on 674,246,015 Shares in issue upon completion of the Subscription.
- (3) Subscriber A was legally and beneficially owned as to 50% by Ms. Chin Yu and 50% by Mr. Ng Tit, the spouse of Ms. Chin Yu.
- (4) Subscriber B is the son of Mr. Jeong Chong Mang and Ms. Shum Ning, who wholly owns Annie Investment Co. Ltd.
- (5) Mr. Yu Tze Shan Hailson is an independent non-executive Director of the Company. Save as disclosed herein, no other Directors held any Shares as at the date of this announcement.
- (6) Dr. Wang Minzhi is one of the substantial shareholders of the Company and an external consultant of the Group, providing consultancy services to the Company on research for innovative orthopedic medical devices and drugs to meet patient needs. He has no relationship with any of the Subscribers, their respective ultimate beneficial owners and/or parties acting in concert with any of them.
- (7) Shares counted towards the public float of the Company upon completion of the Subscription. Approximately 25.01% of the total issued Shares will be held in public hands upon completion of the Subscription.

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

Hong Kong, 21 February 2025

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

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.