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ALTERNATIVE LIQUIDITY INDEX, LP

(A Delaware limited partnership)

ANNOUNCEMENT

**CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY
SOMERLEY CAPITAL LIMITED
FOR AND ON BEHALF OF ALTERNATIVE LIQUIDITY INDEX, LP
TO ACQUIRE A MAXIMUM OF 85,261,250 SHARES IN
CHINA LONGEVITY GROUP COMPANY LIMITED
(STOCK CODE: 1863)
(A COMPANY INCORPORATED IN THE CAYMAN ISLANDS
WITH LIMITED LIABILITY)**

(1) LEVEL OF ACCEPTANCE ON THE FINAL CLOSING DATE

(2) CLOSE OF THE PARTIAL OFFER

Financial Adviser to the Offeror



Reference is made to (i) the announcement issued by Alternative Liquidity Index, LP (the “**Offeror**”) dated 11 February 2025 in relation to the Partial Offer; (ii) the Offer Document issued by the Offeror dated 11 March 2025 (the “**Offer Document**”); (iii) the Offeree Document issued by the Offeree Company dated 25 March 2025; and (iv) the announcement dated 8 April 2025 in relation to the Partial Offer becoming unconditional in all respects. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

According to the announcement dated 8 April 2025, the Partial Offer will remain open for acceptance until 4:00 p.m. on 22 April 2025 and a further announcement on the results of the Partial Offer will be made on 22 April 2025 in accordance with Rule 19.1 of the Takeovers Code and will include, among other things, the results of the Partial Offer.

CLOSE OF THE PARTIAL OFFER AND LEVEL OF ACCEPTANCE

The Partial Offer closed on Tuesday, 22 April 2025, being the Final Closing Date.

As of 4:00 p.m. (Hong Kong time) on the Final Closing Date, the Offeror had received 15 valid acceptances in respect of an aggregate of 10,066,849 Offer Shares from Qualifying Shareholders under the Partial Offer (the “**Acceptance Shares**”), representing approximately 1.18% of the total number of issued Shares as at the date of this announcement.

ENTITLEMENT OF ACCEPTING QUALIFYING SHAREHOLDERS

Pursuant to the terms of the Partial Offer, the Offeror will take up a minimum of 8,526,125 Offer Shares and a maximum of 85,261,250 Offer Shares at the Offer Price of HK\$0.01 per Offer Share.

As valid acceptances are received for 10,066,849 Offer Shares, being an amount no less than 8,526,125 Offer Shares, but no more than the maximum of 85,261,250 Offer Shares on the Final Closing Date, the total number of Offer Shares to be taken up by the Offeror from each accepting Qualifying Shareholder will be equal to the total number of Offer Shares tendered for acceptance by such accepting Qualifying Shareholder.

SETTLEMENT OF CONSIDERATION

Settlement of the consideration payable by the Offeror in respect of acceptance of the Partial Offer will be made as soon as possible but in any event no later than seven (7) business days after the Final Closing Date. No fractions of a cent will be payable and the amount of cash consideration payable to any Qualifying Shareholder who accepts the Partial Offer will be rounded up to the nearest cent.

ODD LOTS ARRANGEMENT

As stated in the Offer Document, Halcyon Securities Limited, the address of which is Rm 3401, 34/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (telephone number: 852-3970 0963, office hours: 9:00 a.m. to 5:00 p.m.) has been appointed by the Offeror to match sales and purchases of odd lot holdings of Shares on a best efforts basis for a period of six weeks following the close of the Partial Offer (i.e. from Wednesday, 23 April 2025 to Wednesday, 4 June 2025, both days inclusive) to assist Shareholders in disposing their odd lots or to top up their odd lots to whole board lots. Shareholders should note that as the trading of the Shares has been suspended, the off-market matching of odd lots will be conducted on a best efforts basis and transaction costs (such as potential fees for the withdrawal of physical share certificate(s) imposed by the relevant securities broker with which the Shares are held, as well as the fees for handling the bought and sold notes to effect the sale and purchase of odd lot holdings of the Shares) may apply.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES AND RIGHTS OVER SHARES

Upon settlement of the Partial Offer, the Offeror will acquire 10,066,849 Offer Shares (i.e. the number of Acceptance Shares) from accepting Qualifying Shareholders in respect of which we have received valid acceptances under the terms of the Partial Offer. The Offeror and parties acting in concert with it is interested in an aggregate of 10,066,849 Offer Shares (representing approximately 1.18% of the total issued share capital of the Offeree Company) as at the date of this announcement).

Save for the Acceptance Shares, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares from the commencement of the Offer Period and up to and including the date of this announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offeree Company from the commencement of the Offer Period and up to and including the date of this announcement.

SHAREHOLDING STRUCTURE OF THE OFFEREE COMPANY

The following table sets out the shareholding structure of the Offeree Company (i) immediately before the commencement of the Offer Period; and (ii) as at the Final Closing Date (i.e. the date of this announcement) (subject to the completion of the transfer of such Offer Shares to the Offeror acquired by it under the Partial Offer):

	Immediately before the commencement of the Offer Period		As at the Final Closing Date (i.e. the date of this announcement)	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Hopeland International Holdings Company Limited	410,886,000	48.19	410,886,000	48.19
Glory Bright Investments Enterprise Limited	59,011,000	6.92	59,011,000	6.92
Offeror and its concert parties	–	–	10,066,849	1.18
Other public shareholders	382,715,470	44.89	372,648,621	43.71
Total	852,612,470	100.00	852,612,470	100.00

Notes:

- Based on the latest published information of the Offeree Company as at the date of this announcement (namely, the interim report of the Offeree Company as at 30 June 2024), Mr. Lin Shengxiong through his 100% equity interest in Hopeland International Holdings Company Limited held 410,886,000 Shares, representing approximately 48.19% of the entire issued share capital of the Offeree Company. Mr. Lin Shengxiong was an executive Director of the Offeree Company prior to his resignation on 1 December 2022.
- Based on the latest published information of the Offeree Company as at the date of this announcement (namely, the interim report of the Offeree Company as at 30 June 2024), the issued share capital of Glory Bright Investments Enterprise Limited is beneficially wholly-owned by Mr. Lin Wanpeng. Mr. Lin Wanpeng is deemed to be interested in 59,011,000 Shares, representing approximately 6.92% of the entire issued share capital of the Offeree Company.
- The Offeror is not a ‘controlling shareholder’ (as defined in the Listing Rules) of the Offeree Company immediately upon completion of the Partial Offer. The Offeror does not have any relationship with Mr. Lin Shengxiong, Hopeland International, Mr. Lin Wanpeng or Glory Bright and they are not parties acting in concert with the Offeror.

4. Percentage figures are rounded to two decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

WARNING: Shareholders and potential investors of the Offeree Company are advised to exercise caution when dealing in the securities of the Offeree Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of **Jacob Mohs**
managing member of
Alternative Liquidity GP LLC,
acting in its capacity as the general partner to
Alternative Liquidity Index, LP
Offeror

Hong Kong, 22 April 2025

Alternative Liquidity GP LLC, acting as general partner to the Offeror, and Mr. Jacob Mohs, the managing member of Alternative Liquidity GP LLC, 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.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk.