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.

Zhong Ji Longevity Science Group Limited
中基長壽科學集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

MEMORANDUM OF UNDERSTANDING IN RELATION TO THE POSSIBLE ACQUISITION

This announcement is made by Zhong Ji Longevity Science Group Limited (the "**Company**") pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE MEMORANDUM OF UNDERSTANDING

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that on 4 August 2025, the Company (the "**Purchaser**") entered into a non-legally binding memorandum of understanding (the "**MOU**") with China International Osteoarticular Medical Group Limited (the "**Vendor**"), pursuant to which the Purchaser intends to acquire (either by itself or through its wholly-owned subsidiary), and the Vendor intends to sell, 100% of the total shareholding interest of Asian Integrated Cell Laboratory Limited (the "**Target Company**") (the "**Possible Acquisition**").

Consideration

The consideration for the Possible Acquisition will be subject to further negotiation between the parties to the MOU.

Exclusivity Period

The parties shall negotiate in good faith towards one another in ensuring a formal sale and purchase agreement which may or may not be entered into in relation to the Possible Acquisition (the "**Final Agreement**") and in any event, on or before the date falling sixty (60) days from the date of the MOU (the "**Exclusivity Period**"), or such later date as the parties to the MOU may agree. The parties further agree that they shall not negotiate or enter into any agreements with any third party for any transaction or cooperation of a similar nature during the Exclusivity Period.

Due diligence

During the Exclusivity Period, the Purchaser shall procure its advisers or agents to conduct a due diligence review on the Target Company and to the extent practicable and allowable under the relevant rules and regulations, the Vendor shall provide full support to the due diligence review to be conducted by the Purchaser and its advisers or agents on the Target Company for the Possible Acquisition.

Legal effect

The MOU is non-legally binding save for the provisions relating to, among other things, Exclusivity Period, due diligence, confidentiality and governing law of the MOU.

INFORMATION ON THE TARGET COMPANY

The Target Company is wholly-owned by the Vendor as at the date of this announcement.

Based on the information provided by the Vendor, the Target Company is principally engaged in the research, development and transformation of cell therapies and cell drugs and the provision of health and longevity management services. The Target Company currently holds Asian Integrated Cell Laboratory, which is the largest international autoimmune cell bank in the world. It is the only state-of-the-art international immune cell and stem cell dual-type full-system clinical cell bank across the globe that implements the standards set forth by FDA, AABB, PIC/S cGMP, Isber-IRL, FACT, CAP and ISBT 128. It addresses the global challenges of insufficient supply of international standard cells and their safe and effective application. It is a world-leading cell transformation and application platform, and a pioneer in cell management. Asian Integrated Cell Laboratory is the only dual-type full-system international clinical cell bank of immune cells and stem cells registered by the US FDA in Asia, as well as the only ISBER-IRL

certified immune cell bank in Asia, which signifies that its cell collection, screening, testing, packaging, preparation, storage, labelling and transportation processes fully comply with the international standards recognized by the US FDA, possessing a world-leading cell management capability. Located in Hong Kong, Asian Integrated Cell Laboratory is able to store and legally apply cells. To ensure full compliance with or exceeding local regulations and safety standards, the testing, storage and reporting processes are carried out by medical laboratory technicians I or II approved by the Department of Health of Hong Kong, independently verified by medical laboratory technicians I and further double-reviewed by the laboratory supervisor. Asian Integrated Cell Laboratory commenced operation on 17 November 2018 and owns patented technologies for early cancer screening, NK cells, stem cells, chondrocytes, among others, and 22 advanced medical testing platforms. Based on the information provided by the Vendor, it is capable of providing 300,000 people around the world with world-leading immune cell storage, early cancer screening, longevity medical testing and health and longevity management services. The company is also engaged in research, development and transformation of cell therapies and cell drugs in the fields of cancer prevention, anti-aging and knee health, with future potential revenue exceeding HK$30 billion.

Mr. Yan Li, the Chairman and executive Director, is also the sole director and sole shareholder of the Vendor. The Vendor is therefore a connected person of the Company. Accordingly, the transaction contemplated under the Final Agreement constitutes connected transaction of the Company under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company should note that the Possible Acquisition may or may not materialise. Shareholders and potential investors of Company are reminded to exercise caution when dealing in the securities of the Company. The Possible Acquisition, if materialise, may constitute a notifiable transaction and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules. Should the Purchaser enter into the Final Agreement or decide to terminate the MOU or there be any material development on the Possible Acquisition, the Company will inform the Shareholders and investors by way of announcement(s) in accordance with the Listing Rules as and when appropriate.

By order of the Board
Zhong Ji Longevity Science Group Limited
Yan Li
Chairman and Executive Director

Hong Kong, 4 August 2025

As at the date of this announcement, the Directors are:

Executive Directors
Mr. Yan Li *(Chairman)*
Mr. Yan Yifan *(Chief Executive Officer)*
Mr. Li Xiaoshuang
Ms. Cao Xie Qiong

Non-executive Directors
Dr. He Yiwu
Mr. Lyn Changsheng

Independent non-executive Directors
Mr. Lee See Barry
Mr. Huang Jiang
Prof. Huang Cibo

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.