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**KNIGHT BIDCO LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**KANGJI 康基**

**Kangji Medical Holdings Limited**

**康基医疗控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9997)**

**JOINT ANNOUNCEMENT**

**SATISFACTION OF ALL PRE-CONDITIONS IN RELATION TO  
(1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION  
OF KANGJI MEDICAL HOLDINGS LIMITED BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION  
86 OF THE COMPANIES ACT**

**(2) PROPOSED WITHDRAWAL OF LISTING**

**AND**

**(3) SPECIAL DEAL IN RELATION TO THE ROLLOVER  
ARRANGEMENT AND SHAREHOLDERS' AGREEMENT**

**Exclusive Financial Adviser to the Offeror**

**J.P.Morgan**

**Independent Financial Adviser to the Independent Board Committee**



**SOMERLEY CAPITAL LIMITED**

Reference is made to (i) the announcement dated 12 August 2025 jointly issued by Knight Bidco Limited (the “**Offeror**”) and Kangji Medical Holdings Limited (the “**Company**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act (the “**Joint Announcement**”); and (ii) the announcement dated 2 September 2025 jointly issued by the Offeror and the Company in relation to the delay in despatch of the Scheme Document (the “**Delay in Despatch Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **SATISFACTION OF ALL PRE-CONDITIONS**

As stated in the Joint Announcement, the making of the Proposal is, and the implementation of the Scheme will be, subject to the satisfaction of the Pre-Conditions on or prior to the Pre-Condition Long Stop Date.

The Offeror and the Company are pleased to announce that as of the date of this announcement:

- (1) with regard to Pre-Condition (a), the Offeror has received the requisite approval from the Anti-trust Bureau of SAMR in relation to the Proposal;
- (2) there are no outstanding consents or approvals referred to under Pre-Condition (b); and
- (3) up to and including the date of this announcement, (i) no Relevant Authorities in any jurisdiction have taken or instituted any action, proceeding, suit, investigation or enquiry, or enacted or made or publicly proposed, and (ii) there is no outstanding statute, regulation, demand or order, in each case that would make the Proposal void, unenforceable or illegal or prohibit the implementation of or which would impose any material conditions, limitations or obligations with respect to the Proposal.

Accordingly, as at the date of this announcement, all the Pre-Conditions have been satisfied. With all the Pre-Conditions having been satisfied, the implementation of the Proposal is subject only to the fulfilment or waiver (as applicable) of the Conditions, including approval of the Scheme at the Court Meeting and sanction of the Scheme by the Grand Court.

## UPDATE ON THE STATUS OF THE SCHEME DOCUMENT

As stated in the Delay in Despatch Announcement, the Executive has granted its consent for an extension of the time limit for despatching the Scheme Document to a date no later than 31 October 2025.

As at the date of this announcement, the Offeror and the Company are in the process of preparing the Scheme Document and the Company has yet to obtain directions on the convening of the Court Meeting as the Grand Court's vacation runs from 1 August 2025 to 15 September 2025.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the despatch of the Scheme Document as and when appropriate.

## WARNING

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of  
**KNIGHT BIDCO LIMITED**  
**CAI Li**  
*Director*

By order of the board of  
**KANGJI MEDICAL HOLDINGS LIMITED**  
**ZHONG Ming**  
*Chairman*

Hong Kong, 3 September 2025

*As at the date of this announcement, the directors of the Offeror are Cai Li, Wang Ke and Zhang Ximeng. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Offeror, MidCo and TopCo and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of the Offeror (other than those expressed by the Director in her capacity as such) 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 statements in this announcement misleading.*

*As at the date of this announcement, the sole director of Fortune Spring ZM is Mr. Zhong and the directors of Fortune Spring YG are Mr. Zhong and Ms. Shentu (the “**Founder Responsible Persons**”). The Founder Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Founder Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Founder Responsible Persons (other than those expressed by the Directors in their capacities as such) 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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of TPG Asia GenPar VII Advisors, Inc. (as the ultimate general partner of the controlling entity of each of the TPG Entities), are Martin Davidson and Joann Harris (the “**TPG Responsible Persons**”). The TPG Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the TPG Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the TPG Responsible Persons 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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of NewQuest Asia Fund V GP Ltd., the general partner of NewQuest Asia Fund V, L. P., which wholly owns NewQuest V, are Martin Davidson and Joann Harris (the “**NewQuest Responsible Persons**”). The NewQuest Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to NewQuest V and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the NewQuest Responsible Persons 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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of Al-Rayyan Holding are Ahmad Mohammed F Q Al-Khanji, Mohammed Yaser M J Al-Mosallam and Khaled Sultan K KH Al-Rabban (the “**Al-Rayyan Holding Responsible Persons**”). The Al-Rayyan Holding Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Al-Rayyan Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Al-Rayyan Holding Responsible Persons 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 statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises Zhong Ming, Shentu Yinguang and Yin Zixin as executive Directors; Cai Li as non-executive Director; and Jiang Feng, Guo Jian and Chen Weibo as independent non-executive Directors. The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) 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.*

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