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Numans Health Food Holdings Company Limited
紐曼思健康食品控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2530)

DISCLOSEABLE TRANSACTION
ACQUISITION OF LISTED SECURITIES

THE ACQUISITION

The Board announces that on 27 January 2026, the Group acquired a total of 2,000,000 XtalPi Shares through the open market at an aggregate consideration of approximately HK$25.7 million (including stamp duty and related expenses).

The average purchase price of the acquired 2,000,000 XtalPi Shares was approximately HK$12.84 per share.

LISTING RULES IMPLICATIONS

The Acquisition is required to be aggregated with the Previous Acquisition pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition when aggregated with the Previous Acquisition is more than 5% but less than 25%, the Acquisition when aggregated with the Previous Acquisition would constitute a discloseable transaction for the Company, and is therefore subject to the reporting and announcement requirements of the Listing Rules.

THE ACQUISITION

The Board announces that on 27 January 2026, the Group acquired a total of 2,000,000 XtalPi Shares through the open market at an aggregate consideration of HK$25.7 million (including stamp duty and related expenses). The aggregate consideration of the Acquisition was fully payable in cash by the Group's internal resources. The Directors confirmed that the consideration was not payable by the Company's proceeds obtained from the initial public offering of the Company.

The average purchase price of the acquired 2,000,000 XtalPi Shares was approximately HK$12.84 per share.

As the Acquisition was conducted in the open market, the identities of the counterparties of the acquired XtalPi Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired XtalPi Shares are third parties independent of the Company and its connected persons.

INFORMATION ON XTALPI

XtalPi is a quantum physics-based, AI-powered, and robotics-driven, innovative R&D platform. It adopts a combination of quantum physics-based first-principles calculation, AI, high performance cloud computing, and scalable and standardized robotic automation to provide drug and material science R&D solutions and services to global and domestic companies in the pharmaceutical and material science (including agritech, energy and new chemicals, and cosmetics) industries and beyond. XtalPi has a diverse customer base, ranging from start-ups to global biotechnology and pharmaceutical companies, as well as unicorns and leading companies in the field of new materials. Its customer base includes 17 of the top 20 global biotechnology and pharmaceutical companies, which is an indicator of the caliber of its solutions and services. XtalPi also has well-established and longstanding relationship with many of the world's leading biotechnology and pharmaceutical conglomerates and leading companies in the field of new materials, such as Pfizer Inc., Johnson & Johnson, Merck KGaA, Darmstadt, Germany, and Sinopec Shanghai Research Institute.

The following financial information is extracted from the published documents of XtalPi:

	For the six months ended/ As at 30 June 2025	**For the year ended/ As at 31 December 2024**	**2023**
	RMB'000 (Unaudited)	*RMB'000*	*RMB'000*
Revenue	517,076	266,433	174,420
Profit/(loss) before taxation	75,609	(1,514,869)	(1,906,323)
Profit/(loss) for the year/period	75,609	(1,514,869)	(1,906,323)
Total assets	7,718,140	4,354,740	4,005,701
Net assets (liabilities) value	7,028,666	3,992,307	(7,241,242)

REASONS FOR AND BENEFITS OF THE ACQUISITION

The principal activity of the Company is investment holding. The Group is principally engaged in the marketing, sales and distribution of finished nutritional products in the PRC. The Group sells its nutritional products under its proprietary brands, namely "紐曼思" and "紐曼斯" (in English, "**Nemans**"), which can be broadly categorised into five main types, namely algal oil DHA, probiotics, vitamins, multi-nutrients and algal calcium products.

In view of the Group's available surplus cash and the prevailing low interest rate environment, the Group has been seeking suitable investment opportunities to enhance the overall return on its idle funds and improve capital efficiency. The Acquisition of shares in XtalPi, one of the market leaders in the drug discovery solutions industry, represents such an opportunity.

The Directors hold positive views towards the financial performance and future prospect of the XtalPi. The Acquisition is expected to offer potential capital appreciation from any future increase in the share price of XtalPi, thereby contributing to the enhancement of the Group's overall investment returns.

As the Acquisition was made in the open market at prevailing market price, the Directors are of the view that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

PREVIOUS ACQUISITION

On 5 January 2026, the Group acquired a total of 1,500,000 XtalPi Shares through the open market at an aggregate consideration of approximately HK$15.8 million. The aggregate consideration of the Previous Acquisition was fully payable in cash by the Group's internal financial resources. The average purchase price of the acquired XtalPi Shares was approximately HK$10.51 per share. The Previous Acquisition was conducted in the open market and the identities of the counterparties of the acquired XtalPi Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired XtalPi Shares under the Previous Acquisition are third parties independent of the Company and its connected persons. The Previous Acquisition was conducted within a 12-month period prior to and inclusive of the date of the Acquisition on 27 January 2026. The Previous Acquisition did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules at the relevant time.

LISTING RULES IMPLICATIONS

The Acquisition is required to be aggregated with the Previous Acquisition pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Acquisition when aggregated with the Previous Acquisition is more than 5% but less than 25%, the Acquisition when aggregated with the Previous Acquisition would constitute a discloseable transaction for the Company, and is therefore subject to the reporting and announcement requirements of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall (unless the context otherwise requires) have the following meanings:

"Acquisition"	acquisition of 2,000,000 XtalPi Shares by the Group as disclosed in this announcement
"Board"	the board of Directors
"Company"	Numans Health Food Holdings Company Limited 紐曼思健康食品控股有限公司, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Previous Acquisition"	the acquisition of 1,500,000 XtalPi Shares by the Group on 5 January 2026, through the open market at a consideration of approximately HK$15.8 million
"RMB"	renminbi, the lawful currency of the People's Republic of China
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiaries"	has the meaning ascribed to it under the Listing Rules
"XtalPi"	XtalPi Holdings Limited, a company incorporated in Cayman Island with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 2228)
"XtalPi Shares"	ordinary shares in the share capital of XtalPi

"%"	per cent.

By Order of the Board
Numans Health Food Holdings Company Limited
Wang Ping
Chairman and Executive Director

Hong Kong, 27 January 2026

As at the date of this announcement, the Board comprises Mr. Wang Ping and Ms. Cui Juan as executive Directors, Mr. Chan Hok Leung as non-executive Director, and Ms. Yim Wing Yee, Mr. Lau Kwok Fai Patrick and Mr. Yu Tsz Ngo as independent non-executive Directors.