

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.



Vigonvita Life Sciences Co., Ltd.

蘇州旺山旺水生物醫藥股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2630)

PROPOSED ADOPTION OF THE H SHARE AWARD SCHEME

The board (the “**Board**”) of directors (the “**Directors**”) of Vigonvita Life Sciences Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on February 9, 2026, the Board has resolved to propose the adoption of the Share Award Scheme of the Company. The Share Award Scheme shall take effect upon the consideration and approval of the Shareholders which will be sought at the EGM.

Pursuant to the Share Award Scheme, H Shares underlying the Awards shall be purchased on the Stock Exchange and/or be acquired through off-exchange transactions. The maximum number of Shares that can be granted under the Share Award Scheme throughout the duration of the Scheme shall not exceed 5.0% of the total issued Shares (excluding any Treasury Shares) of the Company as the Adoption Date, which is 8,379,890 H Shares.

GENERAL

The Share Award Scheme will constitute a share scheme involving existing shares under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. It, however, does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules, and as such, does not require Shareholders’ approval under the Listing Rules. However, according to the Articles, the adoption of the Share Award Scheme shall be subject to Shareholders’ approval.

The EGM will be convened to consider and, if thought fit, approve the proposed adoption of the Share Award Scheme. A circular of the Company containing, among other things, (i) further details of the Share Award Scheme; and (ii) a notice convening the EGM and a form of proxy, will be despatched to the Shareholders (if requested) and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vigonvita.cn) as soon as practicable.

PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

With the recommendation of the Remuneration Committee, the Board is pleased to announce that, on February 9, 2026, the Board resolved the proposed adoption of the Share Award Scheme. The Share Award Scheme shall take effect upon the consideration and approval of the Shareholders which will be sought at the EGM.

Purposes and Objectives

The purposes and objectives of the Share Award Scheme are to recognize the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group.

Duration and Termination

Unless any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

Upon termination of the Share Award Scheme, no further grant of Awarded Shares may be made under the Share Award Scheme and all the Awarded Shares granted under the Share Award Scheme shall continue to be held by the Trustee and become vested in the Selected Participants according to the conditions of the vesting of Awarded Shares. All H Shares (except for any Awarded Shares subject to vesting on the Selected Participants) remaining in the Trust Fund shall be sold by the Trustee within certain period, and all net proceeds (after deducting the relevant expenses) of sale and such other funds and properties will be remitted to the Company.

Administration

The Share Award Scheme shall be subject to the administration of the Board and the Trustee in accordance with the rules of the Share Award Scheme and the Trust Deed. The decision of the Board with respect to any matter arising under the Share Award Scheme (including the interpretation of any provision) shall be final, conclusive and binding. The Board may resolve to delegate its authority and responsibility under the Scheme and the Trust Deed to another committee of the Board or to officer(s) of the Company.

The Trustee shall hold the Trust Fund in accordance with the terms of the Trust Deed.

Operation

Contribution to the Trust

The source of the Awarded Shares shall be the existing Shares to be acquired by the Trustee through transactions on the Stock Exchange and/or off-exchange transactions as instructed by the Board.

The Board may from time to time cause to be paid a Contributed Amount to the Trust which shall constitute part of the Trust Fund, for the purchase of Shares and other purposes set out in the rules of the Share Award Scheme and the Trust Deed.

The Trustee shall keep the Board informed from time to time of the number of H Shares purchased and the price at which those H Shares have been purchased. The H Shares and the funds are to be held directly or indirectly by the Trustee for the benefit of the Selected Participants under the Trust on and subject to the terms and conditions of the Scheme and the Trust Deed.

Source of Funds

The source of funds for funding the Scheme is the internal funds of the Group.

The selected Participant shall purchase the Award(s) with his/her/its own funds on the Grant Date (if any).

Grant of Awarded Shares to Selected Participants

The Board may from time to time at its sole and absolute discretion select any Eligible Participants (other than any Excluded Participants) for participation in the Share Award Scheme as a Selected Participant, and grant an Award to any Selected Participants at such consideration subject to such terms and conditions and Purchase Price (if any) as the Board may in its sole and absolute discretion determine.

In determining the appropriate awarded interests to be granted to any Selected Participants (excluding any Excluded Participants), the Board shall take into consideration matters including but not limited to the present contribution and expected contribution of the relevant Selected Participants to the profits of the Group, the general financial condition of the Group, and the Group's overall business objectives and future development plan. The Board is entitled to impose any conditions, as it deems appropriate in its sole and absolute discretion with respect to the vesting of the awarded interests to the Selected Participants.

Where an Award is to be granted to any Director, the chief executive or any substantial shareholder of the Company (or any of their respective associates), the grant shall not be valid unless it has been approved by the independent non-executive Directors, excluding any independent non-executive Director who is the proposed Selected Participant of the Award. Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable unless otherwise exempted under the Listing Rules.

Vesting of Awarded Shares

Subject to the terms and conditions of the Share Award Scheme and the fulfilment of all vesting conditions applicable to the vesting of the Awarded Shares on such Selected Participants, the respective awarded interests held by the Trustee on behalf of the Selected Participants shall vest in such Selected Participants in accordance with the applicable vesting schedule, and the Trustee shall cause the awarded interests to be transferred to such Selected Participants and/or a vehicle controlled by him/her (such as a trust or a private company).

Prior to the Vesting Date, any Award made shall not be assignable nor transferrable and no Selected Participants shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any other person over or in relation to any unvested awarded interests referable to him/her.

Voting Rights

The Trustee shall not exercise the voting rights in respect of any H Shares held directly or indirectly by it under the Trust (if any).

Disqualification of Selected Participants

In the event that prior to or on the Vesting Date, a Selected Participant is found to be an Excluded Participant or is deemed to cease to be an Eligible Participant or any event of lapse is applicable to such Selected Participants pursuant to the rules of the Share Award Scheme, the relevant Award made to such Selected Participants shall automatically lapse and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund and would be used for further grants subject to relevant terms of the Share Award Scheme and compliance with the Listing Rules and all applicable laws.

Restriction

No Awarded Shares shall be granted by the Board and no instructions to acquire any H Shares shall be given to the Trustee under the Share Award Scheme (a) after an event involving inside information relating to the Company has occurred or has been subject to a decision until such information has been publicly announced in accordance with the applicable laws and the Listing Rules; (b) during the black-out periods applicable to publication of annual or interim results of the Company as prescribed under the Listing Rules; and (c) in any circumstance which is prohibited under the Listing Rules or any other applicable laws, or where requisite approval from any government or regulatory authority has not been granted.

Change in Control

If there occurs an event of change in control of the Company (whether by way of offer, merger, scheme of arrangement or otherwise), the Board shall determine at its sole and absolute discretion whether such awarded interests shall vest in the Selected Participants and the time at which such awarded interests shall vest.

Scheme Limit

The maximum number of Awarded Shares (excluding the Awarded Shares lapsed in accordance with the terms of the Share Award Scheme) which may be awarded under the Share Award Scheme shall not exceed 8,379,890 H Shares, representing approximately 5.0% of the total issued Shares (excluding Treasury Shares) of the Company as at the Adoption Date. The maximum number of Award Share(s) to be obtained by any Selected Participants under the Scheme shall not exceed 1.0% of the total issued Shares (excluding Treasury Shares) of the Company in any twelve (12)-month period unless approved at the Shareholder's general meeting.

Alteration of the Share Award Scheme

The Scheme may be amended in any respect by a resolution of the Board provided that, unless with the prior written consent of the Trustee, any such amendment or modification shall not impose any additional or more onerous duties, responsibilities or liabilities on the Trustee.

Any change to the terms of Awards granted to a Selected Participant must be approved by the Board, the Remuneration Committee, the independent non-executive Directors (as the case may be) if the initial grant of such Awards under the Share Award Scheme was approved by the Board, the Remuneration Committee, the independent non-executive Directors (as the case may be) except where the alterations take effect automatically under the existing terms of the Share Award Scheme.

General

The Share Award Scheme will constitute a share scheme involving existing shares under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. It, however, does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules, and as such, does not require Shareholders' approval under the Listing Rules. However, according to the Articles, the adoption of the Share Award Scheme shall be subject to Shareholders' approval.

The EGM shall be convened to consider and, if thought fit, approve the proposed adoption of the Share Award Scheme. A circular of the Company containing, among other things, (i) further details of the Share Award Scheme; and (ii) a notice convening the EGM and a form of proxy will be despatched to the Shareholders (if requested) and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.vigonvita.cn) as soon as practicable.

DEFINITIONS

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

“Adoption Date”	being the date on which the Shareholders of the Company adopted the Share Award Scheme for the establishment of the Scheme
“Articles”	the articles of association of the Company adopted on January 24, 2025 which will become effective upon the listing date and as amended from time to time
“associate”	has the meaning ascribed to it under the Listing Rules
“Award(s)”	an award of the Awarded Shares granted by the Board to a Selected Participant in accordance with the rules of the Share Award Scheme
“Awarded Share(s)”	in respect of a Selected Participant, such number of H Shares as awarded to him/her by the Board
“Board”	the board of Directors of the Company, and if the content so permits, it shall include such person(s) of the Company as from time to time delegated with the power and authority by the board of Directors to administer the Share Award Scheme
“Business Day”	any day on when the Stock Exchange is open for the business of dealing in securities
“Company”	Vigonvita Life Sciences Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange with stock code of 2630

“connected persons”	has the meaning ascribed to it under the Listing Rules
“Contributed Amount”	cash paid or made available to the Trust by the Group or any party designated by the Company pursuant to the Share Award Scheme and as determined by the Board
“Director(s)”	the director(s) of the Company
“EGM”	the forthcoming extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, among others, the adoption of the Scheme
“Eligible Participants”	any individual being an Employee Participant, Related Entity Participant or service provider at any time during the scheme period
“Employee Participant”	a director or an employee of the Group selected by the Board for participation in the Share Award Scheme, provided always that such term shall exclude any person who at the relevant time has tendered his/her resignation or who is working out his/her period of notice pursuant to his/her employment contract or otherwise
“Excluded Participant”	any Eligible Participant who is resident in a place where the grant of an Award and/or the vesting and transfer of the awarded interests pursuant to the terms of the Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant
“Grant Date”	the date (which shall be a Business Day) on which the Award is granted to an Eligible Participant, being the date of the Grant Instrument
“Grant Instrument”	a written instrument in substantially the form set out which sets out details of the awarded interests so granted and the conditions (if any) (including but not limited to limitation and such performance target or Purchase Price as the Board may determine from time to time) upon which such awarded interests were granted
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed and traded in Hong Kong dollars and listed on the main board of Stock Exchange

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement
“Purchase Price”	the consideration, if any, as determined at the sole and absolute discretion of the Board, payable by a Selected Participant to the Company for acceptance or exercising of an Award
“Related Entity Participants”	directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company
“Remuneration Committee”	the remuneration committee of the Board
“Residual Cash”	cash in the Trust Fund (including without limitation (i) any Contributed Amount or any remaining amount thereof; (ii) any cash income or dividend derived from H Shares held under the Trust; (iii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the H Shares held under the Trust; and (iv) all interests or income derived therefrom deposits which has not been applied in the acquisition of any H Shares)
“RMB”	Renminbi, the lawful currency of the PRC
“Selected Participant(s)”	Eligible Participant(s) selected by the Board for participation in the Share Award Scheme (or his/her legal personal representative or lawful successor as the case may be)
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each comprising Unlisted Shares and H Shares
“Share Award Scheme” or “Scheme”	the H share award (existing Shares) scheme of the Company proposed to be approved and adopted by the Shareholders at the EGM
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“Trust”	the trust constituted by the Trust Deed

“Trust Deed”	a trust deed to be entered into between the Company as settlor and the Trustee as trustee of the Trust (as restated, supplemented and amended from time to time)
“Trust Fund”	<p>the funds and properties held directly or indirectly under the Trust and managed by the Trustee for the benefit of the Selected Participants (other than the Excluded Participants), including without limitation:</p> <ul style="list-style-type: none"> (a) HK\$100 as initial sum; (b) all Shares acquired by the Trustee for the purpose of the Trust (including but not limited to any Awarded Shares whether or not vested in a Selected Participant) and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust; (c) any cash (including Residual Cash); (d) any other property hereafter paid, transferred, or delivered to or otherwise placed under the control of and (in any such case) accepted by the Trustee as additions to the Trust Fund; and (e) all other properties from time to time representing (a) to (d) above
“Trustee”	Futu Trustee Limited, a licensed trustee registered under the Trustee Ordinance (Chapter 29, Laws of Hong Kong), a third party independent of and not connected with the Company and its connected persons, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed
“Unlisted Share(s)”	ordinary share(s) in the Shares capital of the Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“Vesting Date”	in respect of a Selected Participant, the date on which his entitlement to the relevant Award is vested in such Selected Participant
“%”	per cent

As at the date of this announcement, the Share Award Scheme is subject to approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

By order of the Board
Vigonvita Life Sciences Co., Ltd.
Dr. Tian Guanghui
*Chairman of the Board, Executive Director,
Chief Executive Officer and General Manager*

Hong Kong, February 9, 2026

As at the date of this announcement, the Board comprises Dr. Tian Guanghui and Dr. Hu Tianwen as executive Directors, Mr. Liu Haoxuan as non-executive Director, and Dr. Ju Dianwen, Ms. Cao Xinwen and Dr. Xu Hongxi as independent non-executive Directors.