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ZJ
中基長壽科學
ZHONG JI LONGEVITY SCIENCE

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)

MAJOR AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF 25% ISSUED SHARE CAPITAL OF ASIAN INTEGRATED CELL LABORATORY LIMITED INVOLVING ISSUE OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE

Reference is made to the announcement of Zhong Ji Longevity Science Group Limited ("**Company**") dated 1 December 2025 (the "**Announcement**"). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcement.

It is stated in the Announcement that the Acquisition is conditional upon the fulfilment of, *inter alia*, the condition that the Transfer Target IP shall have been transferred to the Target Company at the sole costs and expenses of the Vendor on or before Completion (the "**Relevant Condition**").

For easy reference, the Transfer Target IP are:

(1) China Patent No: ZL 2015 1 0386692.2: Umbilical Cord Derived Mesenchymal Stem Cell into Various Mesenchymal Tissues (從臍帶分離和培養間質幹細胞並向軟骨細胞誘導分化的方法);

(2) Hong Kong Patent No: HK1212148: A Method for the Isolation and Cultivation of Mesenchymal Stem Cells From Umbilical Cords, and A Method for the Differentiation of the Umbilical Cord-Derived Mesenchymal Stem Cells into Various Mesenchymal Tissues (從臍分離和培養間充實幹細胞並向軟骨細胞誘導分化的方法); and

(3) Hong Kong Patent No: HK1217268: Method of Msc-Tnf,-Ab Engineered Stem Cells and Application of the Product Hereof (一種MSC-TNF a-AB幹細胞及其製備方法和應用).

By a supplemental agreement dated 2 April 2026 made between the Vendor, the Company and the Guarantor (the "**Supplemental Agreement**"), the Guarantor and the Target Company have confirmed that:

(a) the Guarantor caused and completed the transfer of all rights and interests in the Transfer Target IP to the following companies (collectively the "**Transfer Target IP Companies**" which were beneficially owned by the Guarantor and also own rights and interests in the Transfer Target IP) free of payments by the Transfer Target IP Companies:

    (i) Shenzhen Zhongjihengrun Investment Co., Ltd (深圳中基恒潤投資有限公司) ("**PRC Company**"); and

    (ii) Zhong Ji 1 Longevity Medical Group Limited (中基1號長壽醫學集團有限公司) (formerly once known as Zhongji Hengrun International Holdings Limited (中基恒潤國際控股有限公司))("**HK Company**");

(b) the Guarantor has also caused and completed transfer of all the equities and shares of the HK Company to the Target Company without payments by the Target Company and recourse by the Guarantor against the Target Company; and

(c) The Guarantor is in the course of causing and completing the transfer of all the equities and shares of the PRC Company to the Target Company without payments by the Target Company and recourse by the Guarantor against the Target Company.

The parties to the Supplemental Agreement have agreed that the Relevant Condition shall be deemed to have been complied with on completion of the transfer of all the equities and shares of the PRC Company to the Target Company and the Sale and Purchase Agreement shall be amended and supplemented accordingly.

By order of the Board
Zhong Ji Longevity Science Group Limited
Li Xiaoshuang
Executive Director

Hong Kong, 2 April 2026

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

Executive Directors
Mr. Yan Li *(Chairman)*
Mr. Li Xiaoshuang

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

Independent non-executive Directors
Mr. Huang Jiang
Prof. Huang Cibo
Ms. Wang Huijuan
Ms. Tam Mei Chu

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