THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhong Ji Longevity Science Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSAL ON
(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) RE-APPOINTMENT OF AUDITOR,
(3) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment hereof should you so wish.

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

8 June 2026

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

"Amended and Restated Bye-laws"	the bye-laws of the Company as amended from time to time
"Annual General Meeting"	the annual general meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m., the notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
"Board"	the board of Directors
"close associate(s)"	shall have the meaning ascribed thereto under the Listing Rules
"Company"	Zhong Ji Longevity Science Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 767)
"controlling shareholder(s)"	shall have the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	shall have the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandates"	the Issue Mandate and the Repurchase Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of approval of such mandate
"Latest Practicable Date"	3 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Repurchase Mandate"	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
"%"	per cent.

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)

Executive Directors:
Mr. Yan Li *(Chairman and Chief Executive Officer)*
Mr. Li Xiaoshuang

Non-executive Directors:
Dr. He Yiwu
Mr. Lyu Changsheng

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

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Principal place of business in Hong Kong:
Room 220, 2/F.,
Mega Cube,
No. 8 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

8 June 2026

To the Shareholders and, for information only, the holders of the convertible notes of the Company

Dear Sir/Madam,

PROPOSAL ON
(1) RE-ELECTION OF RETIRING DIRECTORS,
(2) RE-APPOINTMENT OF AUDITOR,
(3) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the re-appointment of auditors; (iii) the granting of the General Mandates to the Directors; and (iv) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 97 of the Amended and Restated Bye-Laws, Mr. Yan Li and Mr. Lyu Changsheng shall retire at the Annual General Meeting and, being eligible, will offer themself for re-election at the Annual General Meeting. Pursuant to Bye-law 100(B) of Amended and Restated Bye-laws, Ms. Wang Huijuan, being appointed by the Board on 27 November 2025 and Ms. Tam Mei Chu, being appointed by the Board on 10 February 2026, shall hold office until the Annual General Meeting, and shall then be eligible for re-election thereat. All these retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

In considering the re-election of the retiring Directors, the nomination committee of the Board (the "**Nomination Committee**") took into account the board diversity policy and applied the selection criteria set out in the nomination policy by, inter alia, reviewing the experience and expertise as well as the performance and time commitment of the retiring Directors. With respect to the re-election of Ms. Wang Huijuan and Ms. Tam Mei Chu, being independent non-executive Directors, the Nomination Committee has also reviewed their independence confirmation made pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules, and considered that they are independent.

With the recommendation of the Nomination Committee, the Board was satisfied that Ms. Wang Huijuan and Ms. Tam Mei Chu have the required integrity, independence and experience to fulfill their role as an independent non-executive Director, and the re-election of the retiring Director is in the best interests of the Company and the Shareholders as a whole.

Ms. Wang Huijuan and Ms. Tam Mei Chu abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding their own independence and re-election, whereas each of the four retiring Directors abstained from the discussion and voting at the meeting of the Board regarding his own re-election.

Brief biographical and other details of the said retiring Directors standing for re-election at the Annual General Meeting, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

3. RE-APPOINTMENT OF AUDITOR

CCTH CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company, the Board proposes to re-appoint CCTH CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. The specific auditors' remuneration will be further negotiated and determined between the Company and CCTH CPA Limited on a fair and reasonable basis, taking into account factors such as the business scale and industry of the Group, expected audit scope, audit timetable, manpower and expected auditors' resources required. It is expected that the auditors' remuneration for the ensuing year shall not exceed HK$1.5 million. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. CCTH CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

4. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 June 2025, general mandates were granted to the Directors authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at 27 June 2025; (ii) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at 27 June 2025; and (iii) to extend the general mandate to issue Shares by the number of Shares repurchased under the repurchase mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them (i) to exercise all powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting, to extend the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 636,654,300 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 127,330,860 Shares under the Issue Mandate and to repurchase up to a maximum of 63,665,430 Shares under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily.

The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share.

The General Mandates, if approved by the Shareholders at the Annual General Meeting, will continue until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Amended and Restated Bye-laws or any applicable laws of Bermuda to be held; and

(c) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

5. CLOSURE OF REGISTER OF MEMBERS

The forthcoming Annual General Meeting is scheduled to be held on Tuesday, 30 June 2026. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Annual General Meeting will be Tuesday, 30 June 2026.

6. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 15 to 19 of this circular at which resolutions will be proposed to approve, *inter alia*, the re-election of the retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon

and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and the Amended and Restated Bye-laws, any vote of the Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the Annual General Meeting will therefore put all resolutions to be proposed at the Annual General Meeting to be voted by way of poll. An announcement on the results of the votes by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on any resolutions to be approved at the Annual General Meeting pursuant to the Listing Rules and/or the Amended and Restated Bye-laws.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the re-appointment of auditors, the granting of the General Mandates and the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,
For and on behalf of
Zhong Ji Longevity Science Group Limited
Yan Li
Chairman, Chief Executive Officer and Executive Director

The biographical and other details of retiring Directors standing for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTOR

Mr. Yan Li ("**Mr. Yan**"), aged 55, joined the Company as an executive Director in November 2020, was appointed as the Chairman of the Board and the chairman of the nomination committee of the Board in December 2020 and was appointed the chairman of share award committee of the Board in May 2021. He received the award of International Honorary Fellow of Greenville University in the United States in 2020, was the vice president of Shenzhen Non-Governmental Organization Federation and the vice president of Shenzhen General Chamber of Commerce. Mr. Yan has over 9 years' experience in the management and administration in the fields of advanced medical and biological technology. In 2014, he founded Zhong Ji 1 International Medical Group (HK) Ltd. ("**HK Zhong Ji 1**") and is currently a director and the chief executive officer of HK Zhong Ji 1. HK Zhong Ji 1 is dedicated to integrate leading resources about the health of knee joint around the globe and establish the world's leading international advanced medical transformation platform through cell testing, cell storage and enhancement, cell and gene therapies and the research and development, transformation and sale of biotechnology products. The Asian Integrated Cell Laboratory under HK Zhong Ji 1 is the world's leading autoimmune cell bank. Currently, Mr. Yan also holds directorships in the Company's subsidiaries.

As at the Latest Practicable Date, Mr. Yan is beneficially interested in 94,655,145 Shares, representing approximately 14.87% of the total number of Shares in issue. Save as disclosed above Mr. Yan has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter entered into by the Company and Mr. Yan, Mr. Yan is not appointed for any specific or proposed term of service, but is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the Amended and Restated Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director's fee of HK$100,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Yan as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Lyu Changsheng ("**Mr. Lyu**"), aged 65, join the Company as an independent non-executive Director in August 2022. He has extensive leadership experience in investment consulting. Over the past 20 years, he has proven to possess progressive and comprehensive corporate development knowledge. Mr. Lyu is familiar with a variety of management functions of an organization including initiating, developing and implementing procedures to improve business performance. He has experience in the past serve in various listing entity as chairman of the board or as executive director, no limited to but includes DeTai New Energy Group Limited (stock code: 559).

As at the Latest Practicable Date, save as disclosed above, Mr. Lyu has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Lyu has entered into an appointment letter with the Company with an initial term of two years. Mr. Lyu is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Amended and Restated Bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Mr. Lyu has agreed not to receive any remuneration for his role as a Director of the Company.

Save as disclosed above, in connection with the re-election of Mr. Lyu as a non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wang Huijuan ("**Ms. Wang**"), aged 48, joined the Company as an independent non-executive Director on 27 November 2025, She graduated from the Performance Department of Beijing Film Academy in 2001 and is an actor with the China National Theatre, a member of the Actors Working Committee of the China Television Artists Association, and a member of the 10th All-China Youth Federation. She is also a director and goodwill ambassador of the Qiming Public Welfare Foundation, a goodwill ambassador of the Zhongai Special Fund, and a goodwill ambassador of the China Charities Aid Foundation For Children. She has extensive experience and talent in cultural media and charitable work.

Save as disclosed above, Ms. Wang has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Ms. Wang has entered into an appointment letter with the Company with an initial term of three years. Ms. Wang is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Amended and Restated Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. She is entitled to receive a director's fee of HK$20,000 per month, which is determined by both the remuneration committee of the Company and the Board, subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Wang as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Tam Mei Chu ("**Ms. Tam**"), aged 38, joined the Company as an independent non-executive Director on 10 February 2026. She holds a Bachelor of Business Administration (Honours) in Accounting from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong) in Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants and a practicing certified public accountant in Hong Kong. She has extensive experience in auditing and company secretarial services. She serves as a company secretary of (i) China Energy Storage Technology Development Limited (stock code: 1143), a company listed on the main board (the "**Main Board**") of the Stock Exchange; (ii) Hong Kong Entertainment International Holdings Limited (stock code: 8291), a company listed on the GEM of the Stock Exchange; (iii) Ju Fu Tang Biotech Holdings Co., Ltd (formerly known as "**WMHW Holdings Limited**") (stock code: 8217), a company listed on the GEM of the Stock Exchange; (iv) China 33 Media Group Limited (stock code: 8087), a company listed on the GEM of the Stock Exchange; and (v) Aidigong Maternal & Child Health Limited, a company listed on the Main Board of the Stock Exchange (stock code: 286). She has served as an independent non-executive director of (i) Founder Holdings Limited (stock code: 418), a company listed on the Main Board of the Stock Exchange, since December 2025; (ii) Minerva Group Holding Limited (stock code: 397), a company listed on the Main Board of the Stock Exchange, since March 2022; and (iii) Link Holdings Limited (stock code: 8237), a company listed on the GEM of the Stock Exchange from May 2023 to January 2025.

Save as disclosed above, Ms. Tam has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Ms. Tam has entered into an appointment letter with the Company with an initial term of three years. Ms. Tam is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Amended and Restated Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. She is entitled to receive a director's fee of HK$20,000 per month, which is determined by both the remuneration committee of the Company and the Board, subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Tam as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to the Shareholders with regard to the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

1. SHAREHOLDERS' APPROVAL

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange provided that the shares proposed to be repurchased must be fully paid-up and all repurchases of shares must be approved in advance by an ordinary resolution of the shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchase.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 636,654,300 Shares in issue. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 63,665,430 Shares, representing 10% of the total number of issued Shares as at the date of the passing of such resolution, under the Repurchase Mandate.

3. REASONS FOR THE REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing of Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Amended and Restated Bye-laws, the Listing Rules and the applicable laws of Bermuda.

As compared to the financial position of the Company as at 31 December 2024 (being the date of the Company's latest published audited accounts), the Directors consider that the repurchases of Shares will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise all powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Amended and Restated Bye-laws and the applicable laws of Bermuda.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yan Li is beneficially interested in 94,655,145 Shares, representing approximately 14.87% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full (assuming the shareholding remains the same as at the Latest Practicable Date), the total interests of Mr. Yan Li in the Company would increase to approximately 16.52% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of Mr. Yan Li will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will give rise to a mandatory offer obligation under Rules 26 and 32 of the Takeovers Code if the Share Repurchase Mandate is approved at the Annual General Meeting.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve (12) months preceding the Latest Practicable Date were as follows:

	Highest *HK$*	**Lowest** *HK$*
2025		
June	0.600	0.265
July	0.560	0.465
August	0.720	0.460
September	0.650	0.550
October	0.590	0.500
November	0.630	0.500
December	0.610	0.485
2026		
January	0.550	0.470
February	0.500	0.430
March	0.520	0.420
April	0.530	0.440
May	0.480	0.340
June (up to and including the Latest Practicable Date)	0.365	0.320

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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of Zhong Ji Longevity Science Group Limited (the "**Company**") will be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Tuesday, 30 June 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and the auditors of the Company for the year ended 31 December 2025.

2. (A) To re-elect the following retiring directors of the Company:

   (i) Mr. Yan Li as an executive director of the Company;

   (ii) Mr. Lyu Changsheng as a non-executive director of the Company;

   (iii) Ms. Wang Huijuan as an independent non-executive director of the Company; and

   (iv) Ms. Tam Mei Chu as an independent non-executive director of the Company.

   (B) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors for the ensuing year.

3. To re-appoint CCTH CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the Amended and Restated Bye-laws of the Company, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares of the Company under any share option scheme of the Company or similar arrangements for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the Amended and Restated Bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Amended and Restated Bye-laws of the Company or any applicable laws of Bermuda to be held; or

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

(B) "**THAT**:

(i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the Amended and Restated Bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(iii) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the Amended and Restated Bye-laws of the Company or any applicable laws of Bermuda to be held; or

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out in the notice convening this Meeting being passed, the number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the resolution numbered 4(B) above shall be added to the number of the shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this Meeting."

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

Hong Kong, 8 June 2026

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10
Bermuda

Principal place of business in Hong Kong:
Room 220, 2/F.,
Mega Cube,
No. 8 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares of the Company (the "**Shares**") may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent(s) as such shareholder of the Company could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

4. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.

5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company (the "**Register of Members**") in respect of the joint holding.

6. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting, the Register of Members will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Wednesday, 24 June 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Annual General Meeting will be Tuesday, 30 June 2026.

As at the date of this notice, the Directors are as follows:

Executive Directors:
Mr. Yan Li *(Chairman and Chief Executive Officer)*
Mr. Li Xiaoshuang

Non-Executive Directors:
Dr. He Yiwu
Mr. Lyu 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 notice shall prevail over the Chinese text.