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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 AND MAJOR TRANSACTION
FURTHER ACQUISITIONS OF LISTED SECURITIES**

FURTHER ACQUISITIONS OF XTALPI SHARES

References are made to the announcements of the Company dated 5 February 2026 and 4 March 2026. The Group has continuously been looking for investment opportunities in listed securities and has acquired XtalPi Shares through on-market transactions on the Stock Exchange. As at the date of this announcement, the Group holds 12,000,000 XtalPi Shares, representing approximately 0.28% of the total number of issued shares of XtalPi.

THE FURTHER ACQUISITIONS

The Board announces that on 11 June 2026, the Group acquired a total of 10,000,000 XtalPi Shares through the open market at an aggregate consideration of approximately HK\$67.3 million (including stamp duty and related expenses). The average purchase price of the acquired 10,000,000 XtalPi Shares was approximately HK\$6.73 per share.

THE PREVIOUS ACQUISITIONS

The Group acquired an aggregate of 12,000,000 XtalPi Shares within a 12-month period prior to the date of this announcement (representing approximately 0.28% of the total number of issued shares of XtalPi as at the date of this announcement) through on-market transactions conducted on the Stock Exchange for an aggregate consideration of approximately HK\$137.6 million, representing approximately HK\$11.47 per share.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Further Acquisitions exceed 5% but less than 25%, the Further Acquisitions constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

As the applicable percentage ratio(s) for the Further Acquisitions, when aggregated with the Previous Acquisitions, are more than 25% but less than 100%, the Further Acquisitions, together with the Previous Acquisitions, constitute a major transaction for the Company and will therefore be subject to reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company has obtained written approval for the Further Acquisitions from Far-East Fortune (being the Controlling Shareholder of the Company holding in aggregate 750,000,000 Shares, representing 75% of the issued share capital of the Company as at the date of this announcement). Such written approval has been accepted in lieu of holding a general meeting of the Company for approving the Further Acquisitions. Therefore, no extraordinary general meeting of the Company to approve the Further Acquisitions will be convened pursuant to Rule 14.44 of the Listing Rules.

A circular containing further details of the Further Acquisitions is expected to be despatched to the Shareholders on or before 6 July 2026.

GENERAL

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene an extraordinary general meeting for approving the Further Acquisitions.

FURTHER ACQUISITIONS OF XTALPI SHARES

References are made to the announcements of the Company dated 5 February 2026 and 4 March 2026. The Group has continuously been looking for investment opportunities in listed securities and has acquired XtalPi Shares through on-market transactions on the Stock Exchange. As at the date of this announcement, the Group holds 12,000,000 XtalPi Shares, representing approximately 0.28% of the total number of issued shares of XtalPi.

THE FURTHER ACQUISITIONS

The Board announces that on 11 June 2026, the Group acquired a total of 10,000,000 XtalPi Shares through the open market at an aggregate consideration of approximately HK\$67.3 million (including stamp duty and related expenses). The average purchase price of the acquired 10,000,000 XtalPi Shares was approximately HK\$6.73 per share.

As the Further Acquisitions were 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.

THE PREVIOUS ACQUISITIONS

The Group acquired an aggregate of 12,000,000 XtalPi Shares within a 12-month period prior to the date of this announcement (representing approximately 0.28% of the total number of issued shares of XtalPi as at the date of this announcement) through on-market transactions conducted on the Stock Exchange for an aggregate consideration of approximately HK\$137.6 million, representing approximately HK\$11.47 per share.

INFORMATION ON THE COMPANY AND THE GROUP

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.

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 year ended/ As at 31 December	
	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	266,433	802,623
Profit/(loss) before taxation	(1,514,869)	135,358
Profit/(loss) for the year/period	(1,514,869)	134,579
Total assets	4,354,740	10,217,462
Net assets (liabilities) value	3,992,307	9,430,852

REASONS FOR AND BENEFITS OF THE FURTHER ACQUISITIONS

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 Further Acquisitions of shares in XtalPi, one of the market leaders in the drug discovery solutions industry, represent such an opportunity. The Directors hold positive views towards the financial performance and future prospect of the XtalPi. The Further Acquisitions are 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 Further Acquisitions were made in the open market at prevailing market price, the Directors are of the view that the terms of the Further Acquisitions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Further Acquisitions exceed 5% but less than 25%, the Further Acquisitions constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

As the applicable percentage ratio(s) for the Further Acquisitions, when aggregated with the Previous Acquisitions, are more than 25% but less than 100%, the Further Acquisitions, together with the Previous Acquisitions, constitute a major transaction for the Company and will therefore be subject to reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company has obtained written approval for the Further Acquisitions from Far-East Fortune (being the Controlling Shareholder of the Company holding in aggregate 750,000,000 Shares, representing 75% of the issued share capital of the Company as at the date of this announcement). Such written approval has been accepted in lieu of holding a general meeting of the Company for approving the Further Acquisitions. Therefore, no extraordinary general meeting of the Company to approve the Further Acquisitions will be convened pursuant to Rule 14.44 of the Listing Rules.

A circular containing further details of the Further Acquisitions is expected to be despatched to the Shareholders on or before 6 July 2026.

GENERAL

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene an extraordinary general meeting for approving the Further Acquisitions.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“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;
“Directors”	the directors of the Company;

“Far-East Fortune”	Far-East Management (China) Co., Ltd. 遠東財富管理(中國)有限公司, the controlling shareholder of the Company. It is an investment holding company incorporated in the British Virgin Islands with limited liability, which is owned as to 91% by Mr. Wang Ping and as to 9% by Ms. Cui Juan;
“Further Acquisition(s)”	the acquisition(s) of 10,000,000 XtalPi Shares through on-market transaction at a total consideration of HK\$67.3 million as disclosed in this announcement;
“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;
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“percentage ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction;
“Previous Acquisitions”	the acquisitions of an aggregate of 12,000,000 XtalPi Shares by the Group on 5 January 2026, 27 January 2026, 28 January 2026 and 5 February 2026 and 4 March 2026, through the open market at an aggregate consideration of approximately HK\$137.6 million, details of which are set out in the announcements of the Company dated 5 February 2026 and 4 March 2026;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital 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 Islands 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; and
“%” per cent.

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

Hong Kong, 11 June 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.