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中国泰凌医药集团
CHINA NT PHARMA GROUP

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1011)

CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION INVOLVING SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

Financial adviser

CARLYON

CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION INVOLVING SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

On 17 June 2026 (after trading hours), the Company entered into the Subscription Agreements with the Subscribers pursuant to which the Company has conditionally agreed to allot and issue to:

(i) the First Subscriber 452,846,627 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$165,289,018.86, which shall be satisfied by way of offsetting the First Debt;

(ii) the Second Subscriber 250,849,772 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$91,560,166.78, which shall be satisfied by way of offsetting the Second Debt;

(iii) the Third Subscriber 15,190,793 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$5,544,639.45, which shall be satisfied by way of offsetting the Third Debt;

(iv) the Fourth Subscriber 48,418,483 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$17,672,746.30, which shall be satisfied by way of offsetting the Fourth Debt;

(v) the Fifth Subscriber 4,750,009 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$1,733,753.29, which shall be satisfied by way of offsetting the Fifth Debt;

(vi) the Sixth Subscriber 41,095,890 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$14,999,999.85, which shall be satisfied by way of offsetting the Sixth Debt; and

(vii) the Seventh Subscriber 34,414,318 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$12,561,226.07, which shall be satisfied by way of offsetting the Seventh Debt.

As at the date of this announcement, the Company is indebted to the Subscribers the Debts. For more details of the Debts, please refer to the paragraph headed "Background of the Loan Capitalisation" in this announcement.

The Loan Capitalisation is conditional upon, among others, (i) the Listing Committee having granted approval for the listing of and permission to deal in the Subscription Shares; and (ii) the passing by the Independent Shareholders of the resolution(s) at the EGM approving the Subscription Agreements and the transactions contemplated thereunder (including the Specific Mandate).

Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the Subscription Shares represent (i) approximately 89.31% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 47.18% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares.

As at the date of this announcement, (i) the Fifth Subscriber is the chairman of the Board and an executive Director; (ii) the Third Subscriber is the son of the Fifth Subscriber; (iii) the Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber; (iv) the First Subscriber is a company beneficially owned as to 50% by the Fifth Subscriber and 50% by Ms. Chin Yu, the spouse of the Fifth Subscriber; and (v) the First Subscriber, the Third Subscriber, the Fourth Subscriber, the Fifth Subscriber and Ms. Chin Yu (i.e. Ng Group) are all parties acting in concert.

As at the date of this announcement, Ng Group is interested in approximately 32.06% of the issued share capital of the Company. Under the relevant Subscription Agreements, the First Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber will subscribe for a total of 521,205,912 Subscription Shares. Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the aggregate shareholding interest of Ng Group will increase from 304,198,896 Shares, representing approximately 32.06% of the issued share capital of the Company as at the date of this announcement, to 825,404,808 Shares, representing approximately 45.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the transactions contemplated under the Subscription Agreements.

As at the date of this announcement, (i) the Second Subscriber is wholly and beneficially owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang; (ii) Mr. Ieong Iat is a substantial Shareholder holding 146,520,146 Shares, representing approximately 15.44% of the issued share capital of the Company; (iii) Mr. Ieong Chong Mang, the father of Mr. Ieong Iat, is a Shareholder holding 54,762,300 Shares, representing approximately 5.77% of the issued share capital of the Company; and (iv) Mr. Ieong Chong Mang, Mr. Ieong Iat and the Second Subscriber (i.e. Ieong Group) are all parties acting in concert.

As at the date of this announcement, Ieong Group is interested in approximately 21.23% of the issued share capital of the Company. Under the relevant Subscription Agreement, the Second Subscriber will subscribe a total of 250,849,772 Subscription Shares. Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the aggregate shareholding interest of Ieong Group will increase from 201,452,446 Shares, representing approximately 21.23% of the issued share capital of the Company as at the date of this announcement, to 452,302,218 Shares, representing approximately 25.18% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the transactions contemplated under the Subscription Agreements.

The Fifth Subscriber and Mr. Ieong Chong Mang entered into a confirmatory deed on 3 June 2026 pursuant to which they acknowledge and confirm that Ng Group and Ieong Group have been acting in concert with each other (i.e. a concert party group). As at the date of this announcement, Ng Group and Ieong Group collectively hold approximately 53.29% of the issued share capital of the Company immediately before the Loan Capitalisation and Ng Group and Ieong Group will collectively hold approximately 71.13% of the issued share capital of the Company immediately after the Loan Capitalisation. Immediately before and after completion of the Loan Capitalisation, the leader of the concert party group remains to be Ng Group.

Upon completion of the Loan Capitalisation, the shareholding interests of Ng Group in the Company will increase from approximately 32.06% to 45.95% (and hence increasing its collective holding of voting rights of the Company by more than 2%), and as such Ng Group will be required to make a mandatory general offer under Rule 26.1 of the Takeovers Code for all the issued Shares (other than those already owned or agreed to be acquired by Ng Group), except with the granting of a waiver by the Executive.

The First Subscriber has applied to the Executive for the grant of a waiver for Ng Group from the obligation to make a general offer under Rule 26 of the Takeovers Code with respect to the Loan Capitalisation and the Executive has granted such waiver to the First Subscriber from the obligation to make a general offer under Rule 26 of the Takeovers Code with respect to the Loan Capitalisation on 12 June 2026.

LISTING RULES IMPLICATIONS

As at the date of this announcement, (i) the First Subscriber is a substantial shareholder of the Company and an associate of the Fifth subscriber and Ms. Chin Yu, who are Directors; (ii) the Second Subscriber is wholly and beneficially owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang, and Mr. Ieong Iat, the son of Mr. Ieong Chong Mang is a substantial shareholder of the Company interested in 146,520,146 Shares, representing approximately 15.44% of the issued share capital of the Company; (iii) the Third Subscriber is the son of the Fifth Subscriber; (iv) the Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber; and (v) the Fifth Subscriber is the chairman of the Board and an executive Director. Each of the First Subscriber, the Second Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber is therefore a connected person of the Company. The Subscription Agreements entered into between each of the First Subscriber, the Second Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber and the Company and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Subscription Shares will be allotted and issued under the Specific Mandate to be obtained at the EGM. Ng Group (including the First Subscriber and Ms. Chin Yu) and the Second Subscriber and their associates (including Mr. Ieong Chong Mang and Mr. Ieong Iat) shall abstain from voting in respect of the resolution(s) relating to the Subscription Agreements and the transactions contemplated thereunder at the EGM.

The Fourth Subscriber, the Fifth Subscriber, Ms. Chin Yu, being the spouse of the Fifth Subscriber and Dr. Qian Wei, a non-executive Director and the brother of Ms. Chin Yu, have abstained from voting on the Board resolution(s) approve the Subscription Agreements and the transactions contemplated thereunder. Save as disclosed above, (i) no other Director has a material interest in the Subscription Agreements and the transactions contemplated thereunder or is required to abstain from voting of the Board resolution(s) in relation to the aforesaid matters; (ii) to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed in this announcement, no other Shareholder has any material interest in the Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate) and therefore, no other Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the Subscription Agreements and the transactions contemplated thereunder.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to the Listing Rules, the Independent Board Committee (comprising all the independent non-executive Directors who have no direct or indirect interest in the Subscriptions, namely Mr. Yu Tze Shan Hailson, Mr. Kwok Che Chung and Dr. Zhao Yubiao) has been formed to advise the Independent Shareholders on whether the Subscriptions are fair and reasonable and as to voting from the perspective of Listing Rules.

The Independent Financial Adviser, Rainbow Capital, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

The EGM will be convened to consider, and if thought fit, approve the Subscription Agreements and the transactions contemplated thereunder, including the Subscriptions, the Loan Capitalisation and granting of the Specific Mandate.

In light of (i) First Subscriber being owned by the Fifth Subscriber and Ms. Chin Yu, the Fourth Subscriber being their daughter and Dr. Qian Wei being the brother of Ms. Chin Yu, who have all abstained from voting on the Board resolutions in relation to the Subscription Agreements and the transactions contemplated thereunder; and (ii) other than the Fifth Subscriber and the Fourth Subscriber, the two executive Directors, the Board only comprises of non-executive Directors and independent non-executive Directors, the Board will defer its view on the Subscription Agreements and the transactions contemplated thereunder, including the granting of the Specific Mandate to Mr. Lou Yongbin, a non-executive Director and the Independent Board Committee.

A circular containing, among other things, (i) details of the Subscription Agreements, the Subscriptions and the Loan Capitalisation; (ii) a letter of advice from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser; and (iv) a notice of EGM together with the form of proxy, is expected to be despatched to the Shareholders within 15 Business Days from the date of this announcement pursuant to Rule 14A.68 of the Listing Rules.

Since completion of the Subscription Agreements and the transactions contemplated thereunder are subject to the fulfilment of the respective conditions as set out therein and in this announcement, the Subscription Agreements and the transactions contemplated thereunder may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if you are in any doubt about your position, you should consult your professional advisers.

BACKGROUND OF THE LOAN CAPITALISATION

As at the date of this announcement, the Company is indebted to:

(i) the First Subscriber in the aggregate outstanding amount of HK$165,289,018.90 (including HK$114,839,848.23 principal amount and HK$50,449,170.67 interest amount). On 1 January 2023, the First Subscriber as lender and the Company as borrower entered into a loan facility agreement pursuant to which the First Subscriber agreed to grant to the Company a loan facility in the amount of up to HK$100 million. The loan facility was unsecured, with interest accrued at 12% per annum and would be repayable upon demand by First Subscriber. As at the date of this announcement, the outstanding principal amount of the loan facility was HK$19,839,848.23 and the outstanding accrued interest was HK$884,529.53 (i.e. aggregated outstanding amount of HK$20,724,377.76). In addition, the Second Subscriber as a placee subscribed 218,579,000 convertible preference shares issued by the Company at the subscription price of HK$1.83 per convertible preference share (i.e. total subscription consideration of HK$399,999,570) on 13 June 2017 upon completion of placing of convertible preference shares as disclosed in the announcement of the Company dated 13 June 2017. Pursuant to the terms of the convertible preference shares, holder of the convertible preference shares should have the right to require the Company to redeem with cash all the outstanding convertible preference shares with a redemption price calculated based on the annualized internal rate of return of 5% for the nominal value of the outstanding convertible preference shares less the corresponding dividends for such convertible preference shares paid by the Company. On 2 August 2018, the Company repaid HK$7,650,265 interest amount to the Second Subscriber. The convertible preference shares was matured on 13 June 2020. On 30 September 2020 and 30 November 2020, the Company repaid HK$60,000,000 and HK$100,000,000 principal amount to the Second Subscriber respectively. On 28 February 2026, the outstanding amount under the convertible preference shares amounted to HK$364,240,015 and the Second Subscriber assigned part of the debt under the convertible preference shares in the amount of HK$136,590,250 (including HK$90,000,000 principal amount and HK$46,590,250 interest amount) to the First Subscriber. As at the date of this announcement, the outstanding amount under the convertible preference shares assigned to the First Subscriber was HK$137,934,085.62 (including HK$90,000,000 principal amount and HK$47,934,085.62 interest amount). On 7 August 2020, Ms. Suek Jennifer Wing Wo as lender, the Company as borrower and the Fifth Subscriber as guarantor entered into a loan agreement pursuant to which the lender agreed to grant and the Company has drawn down a total loan facility of HK$10 million. The total outstanding principal and interest amount under the loan was HK$5 million and HK$1,413,888.85 as at 31 March 2026. On 31 March 2026, Ms. Suek Jennifer Wing Wo entered into a debt assignment agreement to assign all her rights under the loan to the First Subscriber. As at the date of this announcement, the outstanding amount under the loan assigned to the First Subscriber was HK$6,630,555.52 (including HK$5,000,000 principal amount and HK$1,630,555.52 interest amount);

(ii) the Second Subscriber in the aggregate outstanding amount of HK$91,560,166.91 (including HK$60,000,000 principal amount and HK$31,560,166.91 interest amount) under convertible preference shares. The Second Subscriber as a placee subscribed 218,579,000 convertible preference shares issued by the Company at the subscription price of HK$1.83 per convertible preference share (i.e. total subscription consideration of HK$399,999,570) on 13 June 2017 upon completion of placing of convertible preference shares as disclosed in the announcement of the Company dated 13 June 2017. Pursuant to the terms of the convertible preference shares, holder of the convertible preference shares should have the right to require the Company to redeem with cash all the outstanding convertible preference shares with a redemption price calculated based on the annualized internal rate of return of 5% for the nominal value of the outstanding convertible preference shares less the corresponding dividends for such convertible preference shares paid by the Company. On 2 August 2018, the Company repaid HK$7,650,265 interest amount to the Second Subscriber. The convertible preference shares was matured on 13 June 2020. On 30 September 2020 and 30 November 2020, the Company repaid HK$60,000,000 and HK$100,000,000 principal amount to the Second Subscriber respectively. On 28 February 2026, the outstanding amount under the convertible preference shares amounted to HK$364,240,015 and the Second Subscriber assigned part of the debt under the convertible preference shares in the amount of

HK$136,590,250 (including HK$90,000,000 principal amount and HK$46,590,250 interest amount) to the First Subscriber and the remaining outstanding amount of HK$227,649,765 under the convertible preference shares remained to be owed by the Company to the Second Subscriber. As at the date of this announcement, the outstanding amount under the convertible preference shares owing by the Company to the Second Subscriber was HK$229,878,925.31 (including HK$149,999,570 principal amount and HK$79,879,355.31 interest amount). The Company and the Second Subscriber agrees to enter into the Second Subscription Agreement to capitalise part of the outstanding amount of HK$91,560,166.91 (including HK$60,000,000 principal amount and HK$31,560,166.91 interest amount) owing by the Company to the Second Subscriber under the convertible preference shares;

(iii) the Third Subscriber in the aggregate outstanding amount of HK$5,544,639.61 (including HK$4,950,000 principal amount and HK$594,639.61 interest amount). On 25 May 2021, the Third Subscriber as lender entered into a loan agreement (as supplemented by the supplemental loan agreement dated 25 June 2021) with the Company as borrower pursuant to which the Third Subscriber agreed to make a loan to the Company in the principal amount of HK$1 million. The loan was unsecured, with interest accrued at 12% per annum and was due on 24 June 2021. Repayment in the principal amount of HK$50,000 was made by the Company to the Third Subscriber on 15 February 2024. As at the date of this announcement, the outstanding loan principal amount and interest amount was HK$950,000 and HK$594,639.61 (i.e. total outstanding amount of HK$1,544,639.61). On 26 July 2024, Mr. Kee Kin Wing entered into a subscription agreement to subscribe a bond in the principal amount of HK$5 million with interest of 1% per annum. The Company issued the bond to Mr. Kee Kin Wing on 1 August 2024 and the bond was due on 31 January 2026. On 31 January 2026, Mr. Kee Kin Wing assigned the debt under the bond in the total outstanding principal amount of HK$4,000,000 and all the interest amount to the Third Subscriber and the Third Subscriber agreed to waive all the interest amount under the bond. The remaining outstanding principal amount of HK$1,000,000 has been settled between the Company and Mr. Kee Kin Wing;

(iv) the Fourth Subscriber in the aggregate outstanding amount of HK$17,672,746.46 (with outstanding principal amount of HK$15,000,000 and interest amount of HK$2,672,746.46). On 21 February 2025, the Fourth Subscriber as lender and the Company as borrower entered into a loan agreement pursuant to which the Fourth Subscriber provided a loan to the Company in the principal amount of HK$15 million. The loan accrued interest at 12% per annum and was due on 21 February 2026. As at the date of this announcement, the outstanding amount under the loan was HK$17,672,746.46 (including HK$15,000,000 principal amount and HK$2,672,746.46 interest amount);

(v) the Fifth Subscriber in the aggregate outstanding amount of HK$1,733,753.42. On 27 November 2021, the Company issued a bond in the principal amount of HK$2 million to Mr. Tsui Pee Tak with an interest of 12% per annum. The bond was due on 26 November 2022. The Company repaid Mr. Tsui Pee Tak part of the principal amount of the bond of HK$500,000 on 29 December 2023. On 1 March 2025, Mr. Tsui Pee Tak, the Company and the Fifth Subscriber entered into a debt assignment agreement pursuant to which Mr. Tsui Pee Tak assigned the debt under the above bond to the Fifth Subscriber at the consideration of HK$1.5 million. As at the date of this announcement, the outstanding amount of the bond was HK$1,733,753.42 (comprising of outstanding principal amount of HK$1,500,000 and interest amount of HK$233,753.42);

(vi) the Sixth Subscriber in the aggregate outstanding amount of HK$15,000,000. On 16 April 2025, the Sixth Subscriber as the lender and the Company as borrower entered into a loan agreement pursuant to which the Sixth Subscriber provided a loan to the Company in the principal amount of HK$15 million with interest at the rate of 16% per annum. The loan was unsecured and was due on 15 April 2026. The accrued interest under the loan agreement up to the date of the Sixth Subscription Agreement will be settled by the Company in cash while the outstanding principal amount of HK$15 million will be capitalised under the Sixth Subscription Agreement as full settlement of the loan; and

(vii) the Seventh Subscriber in the aggregate outstanding amount of approximately HK$ 12,561,226.03 (comprising of outstanding principal amount of HK$12,350,000 and interest amount of HK$211,226.03). On 23 January 2026, the Seventh Subscriber as the lender and the Company as the borrower entered into a loan agreement pursuant to which the Seventh Subscriber provided a loan in the principal amount of HK$7.35 million to the Company. The loan was unsecured, with an interest of 5% per annum and was due on 30 April 2026. On 28 February 2026, the Seventh Subscriber as the lender and the Company as the borrower entered into another loan agreement pursuant to which the Seventh Subscriber provided a loan in the principal amount of HK$5 million to the Company. The loan was unsecured, with an interest of 5% per annum and was due on 30 April 2026. As at the date of this announcement, the outstanding amount under the above two loans was HK$12,561,226.03 (including HK$12,350,000 principal amount and HK$211,226.03 interest amount).

CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION INVOLVING THE SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

On 17 June 2026 (after trading hours), the Company entered into:

(i) First Subscription Agreement with First Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to First Subscriber, and First Subscriber has conditionally agreed to subscribe for, 452,846,627 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$165,289,018.86, which shall be satisfied by way of offsetting the First Debt;

(ii) Second Subscription Agreement with Second Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Second Subscriber, and Second Subscriber has conditionally agreed to subscribe for, 250,849,772 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$91,560,166.78, which shall be satisfied by way of offsetting the Second Debt;

(iii) Third Subscription Agreement with Third Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Third Subscriber, and Third Subscriber has conditionally agreed to subscribe for, 15,190,793 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$5,544,639.45, which shall be satisfied by way of offsetting the Third Debt;

(iv) Fourth Subscription Agreement with Fourth Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Fourth Subscriber, and Fourth Subscriber has conditionally agreed to subscribe for, 48,418,483 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$17,672,746.30, which shall be satisfied by way of offsetting the Fourth Debt;

(v) Fifth Subscription Agreement with Fifth Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Fifth Subscriber, and Fifth Subscriber has conditionally agreed to subscribe for, 4,750,009 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$1,733,753.29, which shall be satisfied by way of offsetting the Fifth Debt;

(vi) Sixth Subscription Agreement with Sixth Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Sixth Subscriber, and Sixth Subscriber has conditionally agreed to subscribe for, 41,095,890 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$14,999,999.85, which shall be satisfied by way of offsetting the Sixth Debt; and

(vii) Seventh Subscription Agreement with Seventh Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Seventh Subscriber, and Seventh Subscriber has conditionally agreed to subscribe for, 34,414,318 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$12,561,226.07, which shall be satisfied by way of offsetting the Seventh Debt.

Loan Capitalisation

Pursuant to the Subscription Agreements, the Company will allot and issue to the Subscribers the Subscription Shares at the Subscription Price, which shall be satisfied by capitalising and setting off against the Debts in full on a dollar-for-dollar basis upon completion of the Loan Capitalisation.

Subscription Shares

The total number of the Subscription Shares will be 847,565,892 new Shares. Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the Subscription Shares represent:

(i) approximately 89.31% of the total number of issued Shares as at the date of this announcement; and

(ii) approximately 47.18% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares.

The Subscription Shares to be allotted and issued to the Subscribers will be allotted and issued under the Specific Mandate to be obtained at the EGM.

Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, shall rank pari passu in all respects among themselves and with the Shares then in issue.

The Subscription Price

The Subscription Shares will be allotted and issued at the Subscription Price of HK$0.365 per Subscription Share, which represents:

(i) a discount of approximately 20.65% to the closing price of HK$0.46 per Share as quoted on the Stock Exchange on 17 June 2026, being the last trading date prior to signing of the Subscription Agreements on 17 June 2026;

(ii) a discount of approximately 20.13% to the average closing price of HK$0.457 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements;

(iii) a discount of approximately 22.30% to the average closing price of HK$0.474 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Subscription Agreements; and

(iv) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.74%, represented by the theoretical diluted price of approximately HK$0.4512 per Share to the benchmarked price of approximately HK$0.46 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the Subscription Agreements of HK$0.46 per Share; and (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Subscription Agreements of HK$0.457 per Share).

The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers with reference to (i) the recent and historical market prices of the Shares; (ii) the outstanding amount of the Debts; (iii) the market conditions, which suggest that it would be difficult for the Company to pursue sizeable equity financing alternative in the stock market; and (iv) the financial position of the Group, having considered that the audited net liabilities of the Group of approximately RMB273,833,000 as at 31 December 2025.

Conditions precedent

Completion of the Subscriptions is conditional upon satisfaction of the following conditions:

(a) the Listing Committee having granted the approval for the listing of and permission to deal in the Subscription Shares and such approval and permission having not subsequently been revoked;

(b) the passing by the Independent Shareholders of all resolution(s) at the EGM approving the Subscription Agreements and the transactions contemplated thereunder (including the Specific Mandate);

(c) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreements and the transactions contemplated thereunder having been obtained; and

(d) all necessary consents and approvals required to be obtained on the part of the Subscribers in respect of the Subscription Agreements and the transactions contemplated thereunder having been obtained.

None of the above conditions can be waived by any party to the Subscription Agreements. In the event that the above conditions precedent have not been satisfied on or before 30 September 2026 (or such other date as may be agreed by the Company and the Subscribers in writing), all liabilities of the Company and the Subscribers under the Subscription Agreements shall terminate (save for those specified to survive termination) and no party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

Save for the consents and approvals required to be obtained by the Company as set out in conditions (a) and (b) above, there is no other governmental, regulatory and corporate consents and approvals required to be obtained in respect of conditions (c) and (d) above. As at the date of this announcement, none of the above conditions have been satisfied.

As the completion of the Loan Capitalisation is subject to the fulfilment of the conditions precedent as stated in the Subscription Agreements and as set out above, the Loan Capitalisation may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

Completion of the Subscriptions

Completion of the Subscriptions shall take place within three Business Days (or such other date and time as may be agreed by the Company and the Subscribers) upon the satisfaction of the conditions under the Subscription Agreements, upon which (i) the Company shall allot and issue the Subscription Shares to the Subscribers; and (ii) the parties shall enter into the deed of set-off to set off the aggregate Subscription Price against the Debts in full on a dollar-for-dollar basis.

INFORMATION OF THE GROUP

The Group is principally engaged in two main areas, namely investment and physical pharmaceutical business. The investment business focuses on investing in internationally leading innovative targeted drugs and pharmaceutical companies' equity. At the same time, the Group is digitizing and diversifying its existing physical pharmaceutical assets and business, with the aim of creating a specialized digital pharmaceutical group focused on bone health. The Group principally operates in Hong Kong and Mainland China.

The Group has been operating in the field of osteopathy treatment for more than 10 years, serving more than 10,000 terminal medical institutions for various osteopathies, and has rich terminal pharmaceutical promotion, excellent team management experience and channel network resources. The deepening of the aging of the country's population will promote the development of China's orthopedics market to a certain extent, and the prospects for the future orthopedics market are very broad. The Group will seize the opportunity in the new era of the country's promotion of the development of orthopedics. From 2023, it has innovatively created a bone health 4M (Medicine, Multinational E-Health, Medical Device, Medical Digital Platform) model by focusing on the company's core capabilities and resources. It has also established Fuaimeng's "Specialist Orthopedic Health Platform" and vigorously developed business modules covering the supply and promotion of bone disease drugs and health products, bone disease rehabilitation management and digital medical full-process closed-loop treatment and management platform.

The following is a summary of the key financial data of the Group for each of the year ended 31 December 2025 and 31 December 2024 based on the audited consolidated financial statements prepared in accordance with all applicable Hong Kong Financial Reporting Standards:

	For the year ended	
	31 December 2025	**31 December 2024**
	(Audited)	(Audited)
	RMB'000	*RMB'000*
Revenue	24,518	37,960
Loss before taxation	(26,255)	(53,480)
Loss after taxation	(26,255)	(53,357)

As at 31 December 2025, the audited consolidated net liabilities of the Group was approximately RMB273,748,000.

INFORMATION OF THE SUBSCRIBERS

First Subscriber

First Subscriber is a company established in the British Virgin Islands with limited liability and a substantial shareholder of the Company, holding 303,925,563 Shares, representing approximately 32.03% of the issued share capital of the Company as at the date of this announcement. First Subscriber is principally engaged in investment holding and has no other significant investment, assets or business operation as at the date of this announcement. As at the date of this announcement, First Subscriber was legally and beneficially owned as to 50% by the Fifth Subscriber, the chairman of the Board and an executive Director, and 50% Ms. Chin Yu, a non-executive Director and the spouse of the Fifth Subscriber.

Second Subscriber

Second Subscriber is a company incorporated in British Virgin Islands with limited liability, which is legally and beneficially and wholly owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang. As at the date of this announcement, the Second Subscriber is holding 170,000 Shares, representing approximately 0.02% of the issued share capital of the Company. The Second Subscriber is principally engaged in investment holding and has no other significant investment, assets or business operation as at the date of this announcement.

Third Subscriber

Third Subscriber is the son of the Fifth Subscriber and Ms. Chin Yu, who are Directors.

Fourth Subscriber

Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber and Ms. Chin Yu.

Fifth Subscriber

Fifth Subscriber is the chairman of the Board and an executive Director.

Sixth Subscriber

Sixth Subscriber is an Independent Third Party.

Seventh Subscriber

Seventh Subscriber is a company established in the PRC and is principally engaged in information technology, software development, and technical consulting services in the PRC. The Seventh Subscriber is wholly and beneficially owned by Huang Xuehua and Guan Shao'e. To the best knowledge, information and belief of the Board having made all reasonable enquiries, the Seventh Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AGREEMENTS

As disclosed in the annual report of the Company for the year ended 31 December 2025, (i) the net current liabilities and net liabilities as at 31 December 2025 were approximately RMB605,734,000 and RMB273,833,000, respectively. The debt-to-assets ratio of the Group as at 31 December 2025 was approximately 129.29% (which is calculated by total debt of approximately RMB449,100,000 divided by total assets of RMB347,348,000); (ii) the cash and bank balances were significantly lower than the total borrowings and the amount of financial guarantee contracts. The Group's total debts amounted to approximately RMB449.1 million as at 31 December 2025 (including borrowings of approximately RMB316.1 million and financial guarantee contracts of RMB133 million), while its unrestricted cash and bank balances amounted to approximately RMB7,221,000 as at 31 December 2025; (iii) with recent sluggish stock market sentiment, thin trading volume of the Shares and net liabilities position of the Group, the Group had difficulties in finding investors or placing agents for equity financing with significant fund raising size for repayment of loans; and (iv) net liabilities position of the Group had made the Company difficult to obtain additional bank borrowings or debt financing for its business and operations.

Furthermore, as disclosed in the annual report of the Company for the year ended 31 December 2025, the auditors of the Group have considered the operation of the Group on a going concern basis. However, the net current liabilities and net liabilities positions of the Group, as well as the financial condition that the total borrowings exceeding the unrestricted cash and bank balances indicated the existence of material uncertainties which may cast doubt on the Group's ability to continue as a going concern.

The aggregated amount of Debts to be capitalised under the Loan Capitalisation are HK$309,361,551.33 (equivalent to approximately RMB266.69 million), which represents approximately 59.38% of total debt of approximately RMB449.1 million as at 31 December 2025. Upon completion of the Loan Capitalisation, and assuming the Completion took place on 31 December 2025, the total debt of the Group as at 31 December 2025 would be reduced from approximately RMB449.1 million to RMB182.41 million. Debt-to-assets ratio would be reduced from approximately 129.29% to 52.52% (which is calculated by total debt of approximately RMB182,410, 000 divided by the total assets of RMB347,348,000 as at 31 December 2025).

The Directors consider that the Loan Capitalisation is beneficial to the Company as it will significantly reduce liabilities of the Group which have been overdue, and therefore will reduce liquidity pressure and improve the financial conditions of the Group. Furthermore, the interest under the Debts would only be accrued up to the date of the Subscription Agreements and would not be accrued further, and the Loan Capitalisation would set off the Debts in full. The settlement of the Debts would be beneficial to the Group especially as the Group recorded a loss of RMB26.3 million for the year ended 31 December 2025.

The Company has considered other financing methods such as debt financing and equity financing. The Company has discussed with various banks, financial institutions and funds with a view to obtaining debt financing. The Company either received no feedback or was rejected. Regarding equity financing, the Company has considered conducting placing for fund raising purpose but has not been able to find placing agents or underwriters to conduct placing with a significant amount of fund raising. While both an open offer and a rights issue would allow Shareholders to subscribe for new Shares and maintain their respective pro-rata shareholdings in the Company, these methods require additional time and incur higher costs. Moreover, finding an underwriter willing to underwrite any unsubscribed Shares with a significant fund raising size is difficult, given the net liabilities position and poor financial performance of the Group. Save as disclosed in this announcement, no other financing methods were considered by the Company.

Having considered the above, the Directors (other than the Fifth Subscriber and the Fourth Subscriber, the two executive Directors, and Ms. Chin Yu and Dr. Qian Wei, the two non-executive Directors, who have material interest in the Loan Capitalisation under the Subscription Agreements and have abstained from voting on the resolutions in relation thereto) consider that the Loan Capitalisation and the terms of the Subscription Agreements are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

USE OF PROCEEDS

As the Subscription Price will be satisfied by way of offsetting the Debts owed by the Company to the Subscribers, there will be no cash proceeds (or any other form of proceeds save for set-off of the Debts) from the allotment and issue of the Subscription Shares available to be utilised by the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, other than 948,997,694 Shares in issue, the Company has no outstanding convertible securities, options or warrants in issue or derivatives which confer any right to subscribe for, convert or exchange into Shares.

The shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately after completion of the Loan Capitalisation assuming that there is no other change to the share capital and shareholding structure of the Company from the date of this announcement up to the Completion, are set out below:

	As at the date of this announcement		**Immediately after completion of the Loan Capitalisation assuming that there is no other change to the share capital and shareholding structure of the Company from the date of this announcement up to the Completion**	
	Number of Shares	*Approximate % of the number of Shares in issue*	*Number of Shares*	*Approximate % of the number of Shares in issue*
First Subscriber *(Note 1)*	303,925,563	32.03	756,772,190	42.12
Ms. Chin Yu *(Note 2)*	273,333	0.03	273,333	0.02
Fifth Subscriber *(Note 3)*	–	–	4,750,009	0.26
Third Subscriber *(Note 4)*	–	–	15,190,793	0.85
Fourth Subscriber *(Note 5)*	–	–	48,418,483	2.70
Sub-total	**304,198,896**	**32.06**	**825,404,808**	**45.95**
Mr. Ieong Iat	146,520,146	15.44	146,520,146	8.16
Mr. Ieong Chong Mang	54,762,300	5.77	54,762,300	3.05
Second Subscriber *(Note 6)*	170,000	0.02	251,019,772	13.97
Sub-total	**201,452,446**	**21.23**	**452,302,218**	**25.18**
Public Shareholders				
Sixth Subscriber	–	–	41,095,890	2.29
Seventh Subscriber	–	–	34,414,318	1.91
Other public Shareholders	443,346,352	46.71	443,346,352	24.67
Sub-total	**443,346,352**	**46.71**	**518,856,560**	**28.87**
Total	**948,997,694**	**100.00**	**1,796,563,586**	**100.00**

Notes:

1. The First Subscriber is legally and beneficially owned as to 50% by the Fifth Subscriber and 50% by Ms. Chin Yu, the spouse of the Fifth Subscriber.

2. Ms. Chin Yu is a non-executive Director and the spouse of the Fifth Subscriber.

3. The Fifth Subscriber is the chairman of the Board and an executive Director.

4. The Third Subscriber is the son of the Fifth Subscriber and Ms. Chin Yu.

5. The Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber and Ms. Chin Yu.

6. The Second Subscriber is wholly and beneficially owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares.

As at the date of this announcement, (i) the Fifth Subscriber is the chairman of the Board and an executive Director; (ii) the Third Subscriber is the son of the Fifth Subscriber; (iii) the Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber; (iv) the First Subscriber is a company beneficially owned as to 50% by the Fifth Subscriber and 50% by Ms. Chin Yu, the spouse of the Fifth Subscriber; and (v) the First Subscriber, the Third Subscriber, the Fourth Subscriber, the Fifth Subscriber and Ms. Chin Yu (i.e. Ng Group) are all parties acting in concert.

As at the date of this announcement, Ng Group is interested in approximately 32.06% of the issued share capital of the Company. Under the relevant Subscription Agreements, the First Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber will subscribe for a total of 521,205,912 Subscription Shares. Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the aggregate shareholding interest of Ng Group will increase from 304,198,896 Shares, representing approximately 32.06% of the issued share capital of the Company as at the date of this announcement, to 825,404,808 Shares, representing approximately 45.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the transactions contemplated under the Subscription Agreements.

As at the date of this announcement, (i) the Second Subscriber is wholly and beneficially owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang; (ii) Mr. Ieong Iat is a substantial Shareholder holding 146,520,146 Shares, representing approximately 15.44% of the issued share capital of the Company; (iii) Mr. Ieong Chong Mang, the father of Mr. Ieong Iat, is a Shareholder holding 54,762,300 Shares, representing approximately 5.77% of the issued share capital of the Company; and (iv) Mr. Ieong Chong Mang, Mr. Ieong Iat and the Second Subscriber (i.e. Ieong Group) are all parties acting in concert.

As at the date of this announcement, Ieong Group is interested in approximately 21.23% of the issued share capital of the Company. Under the relevant Subscription Agreement, the Second Subscriber will subscribe a total of 250,849,772 Subscription Shares. Assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares, the aggregate shareholding interest of Ieong Group will increase from 201,452,446 Shares, representing approximately 21.23% of the issued share capital of the Company as at the date of this announcement, to 452,302,218 Shares, representing approximately 25.18% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after completion of the transactions contemplated under the Subscription Agreements.

The Fifth Subscriber and Mr. Ieong Chong Mang entered into a confirmatory deed on 3 June 2026 pursuant to which they acknowledge and confirm that Ng Group and Ieong Group have been acting in concert with each other (i.e. a concert party group). As at the date of this announcement, Ng Group and Ieong Group collectively hold approximately 53.29% of the issued share capital of the Company immediately before the Loan Capitalisation and Ng Group and Ieong Group will collectively hold approximately 71.13% of the issued share capital of the Company immediately after the Loan Capitalisation. Immediately before and after completion of the Loan Capitalisation, the leader of the concert party group remains to be Ng Group.

Upon completion of the Loan Capitalisation, the shareholding interests of Ng Group in the Company will increase from approximately 32.06% to 45.95% (and hence increasing its collective holding of voting rights of the Company by more than 2%), and as such Ng Group will be required to make a mandatory general offer under Rule 26.1 of the Takeovers Code for all the issued Shares (other than those already owned or agreed to be acquired by Ng Group), except with the granting of a waiver by the Executive.

The First Subscriber has applied to the Executive for the grant of a waiver for Ng Group from the obligation to make a general offer under Rule 26 of the Takeovers Code with respect to the Loan Capitalisation and the Executive has granted such waiver to the First Subscriber from the obligation to make a general offer under Rule 26 of the Takeovers Code with respect to the Loan Capitalisation on 12 June 2026.

LISTING RULES IMPLICATIONS

As at the date of this announcement, (i) the First Subscriber is a substantial shareholder of the Company and an associate of the Fifth Subscriber and Ms. Chin Yu, who are Directors, (ii) the Second Subscriber is wholly and beneficially owned by Ms. Shum Ning, the spouse of Mr. Ieong Chong Mang, and Mr. Ieong Iat, the son of Mr. Ieong Chong Mang, is a substantial shareholder of the Company interested in 146,520,146 Shares, representing approximately 15.44% of the issued share capital of the Company; (iii) the Third Subscriber is the son of the Fifth Subscriber; (iv) the Fourth Subscriber is an executive Director and the daughter of the Fifth Subscriber; and (v) the Fifth Subscriber is the chairman of the Board and an executive Director. Each of the First Subscriber, the Second Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber is therefore a connected person of the Company. The Subscription Agreements entered into between each of the First Subscriber, the Second Subscriber, the Third Subscriber, the Fourth Subscriber and the Fifth Subscriber and the Company and the transactions contemplated thereunder constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Subscription Shares will be allotted and issued under the Specific Mandate to be obtained at the EGM. Ng Group (including the First Subscriber and Ms. Chin Yu) and the Second Subscriber and their associates (including Mr. Ieong Chong Mang and Mr. Ieong Tat) shall abstain from voting in respect of the resolution(s) relating to the Subscription Agreements and the transactions contemplated thereunder at the EGM.

The Fourth Subscriber, the Fifth Subscriber, Ms. Chin Yu, being the spouse of the Fifth Subscriber and Dr. Qian Wei, a non-executive Director and the brother of Ms. Chin Yu, have abstained from voting on the Board resolution(s) approve the Subscription Agreements and the transactions contemplated thereunder. Save as disclosed above, (i) no other Director has a material interest in the Subscription Agreements and the transactions contemplated thereunder or is required to abstain from voting of the Board resolution(s) in relation to the aforesaid matters; (ii) to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Save as disclosed in this announcement, no other Shareholder has any material interest in the Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate) and therefore, no other Shareholder is required to abstain from voting at the EGM in respect of the resolution(s) relating to the Subscription Agreements and the transactions contemplated thereunder.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to the Listing Rules, the Independent Board Committee (comprising all the independent non-executive Directors who have no direct or indirect interest in the Subscriptions, namely Mr. Yu Tze Shan Hailson, Mr. Kwok Che Chung and Dr. Zhao Yubiao) has been formed to advise the Independent Shareholders on whether the Subscriptions are fair and reasonable and as to voting from the perspective of Listing Rules.

The Independent Financial Adviser, Rainbow Capital, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in this regard.

GENERAL

The EGM will be convened to consider, and if thought fit, approve the Subscription Agreements and the transactions contemplated thereunder, including the Subscriptions, the Loan Capitalisation and granting of the Specific Mandate.

In light of (i) First Subscriber being owned by the Fifth Subscriber and Ms. Chin Yu, the Fourth Subscriber being their daughter and Dr. Qian Wei being the brother of Ms. Chin Yu, who have all abstained from voting on the Board resolutions in relation to the Subscription Agreements and the transactions contemplated thereunder; and (ii) other than the Fifth Subscriber and the Fourth Subscriber, the two executive Directors, the Board only comprises of non-executive Directors and independent non-executive Directors, the Board will defer its view on the Subscription Agreements and the transactions contemplated thereunder, including the granting of the Specific Mandate to the Mr. Lou Yongbin, a non-executive Director and Independent Board Committee.

A circular containing, among other things, (i) details of the Subscription Agreements, the Subscriptions and the Loan Capitalisation; (ii) a letter of advice from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser; and (iv) a notice of EGM together with the form of proxy, is expected to be despatched to the Shareholders within 15 Business Days from the date of this announcement pursuant to Rule 14A.68 of the Listing Rules.

Since completion of the Subscription Agreements and the transactions contemplated thereunder are subject to the fulfilment of the respective conditions as set out therein and in this announcement, the Subscription Agreements and the transactions contemplated thereunder may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if you are in any doubt about your position, you should consult your professional advisers.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Listing Rules

"Board"	the board of Directors
"Business Day(s)"	a day on which banks are open in Hong Kong, other than Saturday, Sunday or public holiday in Hong Kong
"Company"	China NT Pharma Group Company Limited (stock code: 1011), a company incorporated in the Cayman Islands with limited liability and its issued Shares of which are listed on the Stock Exchange
"Completion"	completion of the Loan Capitalisation
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Debts"	collectively, First Debt, Second Debt, Third Debt, Fourth Debt, Fifth Debt, Sixth Debt and Seventh Debt
"Director(s)"	the director(s) of the Company from time to time
"EGM"	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Subscription Agreements and the transactions contemplated thereunder
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
"Fifth Debt"	debt in the aggregate outstanding amount of HK$1,733,753.42 owed by the Company to the Fifth Subscriber as at the date of this announcement
"Fifth Subscriber"	Mr. Ng Tit, chairman of the Board and an executive Director
"Fifth Subscription"	the subscription of the 4,750,009 Subscription Shares by Fifth Subscriber pursuant to the Fifth Subscription Agreement
"Fifth Subscription Agreement"	agreement entered into between the Company and the Fifth Subscriber, pursuant to which the Company has conditionally agreed to subscribe for, 4,750,009 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$1,733,753.29, which shall be satisfied by way of offsetting the Fifth Debt

"First Debt"	debt in the aggregate outstanding amount of HK$165,289,018.90 owed by the Company to the First Subscriber as at the date of this announcement
"First Subscriber"	Golden Base Investment Limited, a company incorporated in the British Virgin Islands with limited liability
"First Subscription"	the subscription of the 452,846,627 Subscription Shares by First Subscriber pursuant to the First Subscription Agreement
"First Subscription Agreement"	agreement entered into between the Company and the First Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to First Subscriber, and First Subscriber has conditionally agreed to subscribe for, 452,846,627 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$165,289,018.86, which shall be satisfied by way of offsetting the First Debt
"Fourth Debt"	debt in the aggregate outstanding amount of HK$17,672,746.46 owed by the Company to the Fourth Subscriber as at the date of this announcement
"Fourth Subscriber"	Ms. Ng Anna Ching Mei, an executive Director and the daughter of the Fifth Subscriber
"Fourth Subscription"	the subscription of the 48,418,483 Subscription Shares by Fourth Subscriber pursuant to the Fourth Subscription Agreement
"Fourth Subscription Agreement"	agreement entered into between the Company and the Fourth Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Fourth Subscriber, and Fourth Subscriber has conditionally agreed to subscribe for, 48,418,483 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$17,672,746.30, which shall be satisfied by way of offsetting the Fourth Debt
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Ieong Group"	collectively, Mr. Ieong Chong Mang, Mr. Ieong Iat and the Second Subscriber
"Independent Board Committee"	the independent committee of the Board comprising all independent non-executive Directors formed in compliance with the Listing Rules to advise the Independent Shareholders on the Subscription Agreement and the transactions contemplated thereunder, and the grant of the Specific Mandate
"Independent Financial Adviser"	Rainbow Capital (HK) Limited, an independent financial adviser to the Independent Board Committee and the Independent Shareholders has been appointed by the Company in relation to the Subscription Agreements and the transactions contemplated thereunder, and the grant of the Specific Mandate
"Independent Shareholders"	Shareholders other than the Subscribers and their respective associates who are required under the Listing Rules to abstain from voting at the EGM to approve the Subscription Agreements and the transactions contemplated thereunder and the grant of the Specific Mandate
"Independent Third Party(ies)"	an individual(s) or a company(ies) who or which, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Loan Capitalisation"	the capitalisation of the Debts by way of allotment issue of the Subscription Shares to the Subscribers at the Subscription Price pursuant to the Subscription Agreements
"Ng Group"	collectively, the First Subscriber, the Second Subscriber, the Third Subscriber, the Fourth Subscriber, the Fifth Subscriber and Ms. Chin Yu
"PRC"	the People's Republic of China, which for the purpose of this announcement only, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

"Rainbow Capital"	Rainbow Capital (JL) Limited, a corporation licensed under SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, being the independent financial advisor of the Company
"RMB"	Renminbi, the lawful currency of the People's Republic of China
"Second Debt"	debt in the aggregate amount of HK$91,560,166.91 owed by the Company to the Second Subscriber as at the date of this announcement
"Second Subscriber"	Annie Investment Co., Ltd, a company incorporated in the British Virgin Islands with limited liability
"Second Subscription"	the subscription of the 250,849,772 Subscription Shares by Second Subscriber pursuant to the Second Subscription Agreement
"Second Subscription Agreement"	agreement entered into between the Company and the Second Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Second Subscriber, and Second Subscriber has conditionally agreed to subscribe for, 250,849,772 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$91,560,166.78, which shall be satisfied by way of offsetting the Second Debt
"Seventh Debt"	debt in the aggregate amount of HK$12,561,226.03 owed by the Company to the Seventh Subscriber as at the date of this announcement
"Seventh Subscriber"	Hangzhou Aisi Life Technology Co., Ltd.
"Seventh Subscription"	the subscription of the 34,414,318 Subscription Shares by Seventh Subscriber pursuant to the Seventh Subscription Agreement
"Seventh Subscription Agreement"	agreement entered into between the Company and the Seventh Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Seventh Subscriber, and Seventh Subscriber has conditionally agreed to subscribe for, 34,414,318 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$12,561,226.07, which shall be satisfied by way of offsetting the Seventh Debt

"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of par value US$0.0000008 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Sixth Debt"	debt in the aggregate amount of HK$15,000,000 owed by the Company to the Sixth Subscriber as at the date of this announcement
"Sixth Subscriber"	Wong Kim Shan
"Sixth Subscription"	the subscription of the 41,095,890 Subscription Shares by Sixth Subscriber pursuant to the Sixth Subscription Agreement
"Sixth Subscription Agreement"	agreement entered into between the Company and the Sixth Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Sixth Subscriber, and Sixth Subscriber has conditionally agreed to subscribe for, 41,095,890 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$14,999,999.85, which shall be satisfied by way of offsetting the Sixth Debt
"Specific Mandate"	the specific mandate to be sought from the Independent Shareholders at the EGM for granting the authority to the Board for the allotment and issue of 847,565,892 Subscription Shares pursuant to the Subscription
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscribers"	collectively, First Subscriber, Second Subscriber, Third Subscriber, Fourth Subscriber, Fifth Subscriber, Sixth Subscriber and Seventh Subscriber
"Subscriptions"	collectively, First Subscription, Second Subscription, Third Subscription, Fourth Subscription, Fifth Subscription, Sixth Subscription and Seventh Subscription

"Subscription Agreements"	collectively, First Subscription Agreement, Second Subscription Agreement, Third Subscription Agreement, Fourth Subscription Agreement, Fifth Subscription Agreement, Sixth Subscription Agreement and Seventh Subscription Agreement
"Subscription Price"	HK$0.365 per Subscription Share
"Subscription Share(s)"	a total of 847,565,892 new Shares to be allotted and issued by the Company to the Subscribers pursuant to the Subscription Agreements
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"Third Debt"	debt in the aggregate amount of HK$5,544,639.61 owed by the Company to the Third Subscriber as at the date of this announcement
"Third Subscriber"	Mr. Ng Andy Ching Kit, the son of the Fifth Subscriber
"Third Subscription"	the subscription of the 15,190,793 Subscription Shares by Third Subscriber pursuant to the Third Subscription Agreement
"Third Subscription Agreement"	agreement entered into between the Company and the Third Subscriber, pursuant to which the Company has conditionally agreed to allot and issue to Third Subscriber, and Third Subscriber has conditionally agreed to subscribe for, 15,190,793 new Shares at the Subscription Price of HK$0.365 per Subscription Share for a total consideration of HK$5,544,639.45, which shall be satisfied by way of offsetting the Third Debt

* *the conversion of HK$ and RMB in this announcement was based on an exchange rate of RMB1 = HK$1.16*

By Order of the Board
China NT Pharma Group Company Limited
Ng Tit
Chairman of the Board

Hong Kong, 17 June 2026

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors	*Non-executive Director*	*Independent Non-executive Directors*
Mr. Ng Tit *(Chairman)*	Dr. Qian Wei	Mr. Yu Tze Shan Hailson
Ms. Ng Anna Ching Mei	Ms. Chin Yu	Mr. Kwok Che Chung
	Mr. Lou Yongbin	Dr. Zhao Yubiao

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.