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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

Reference is made to the annual report of Zhong Ji Longevity Science Group Limited (the "**Company**") for the year ended 31 December 2025 (the "**2025 Annual Report**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the 2025 Annual Report. This announcement provides supplemental information to the 2025 Annual Report and should be read in conjunction with the 2025 Annual Report.

The Company would like to supplement the following additional information with respect to the sections head "SIGNIFICANT AND OTHER INVESTMENTS HELD" and "EVENTS AFTER THE REPORTING DATE OF 31 DECEMBER 2025" set out in the 2025 Annual Report (page 58 and page 60 respectively).

1. SIGNIFICANT AND OTHER INVESTMENTS HELD

Corporate Securities Investment strategy, purpose and scope

The Company's securities investment decisions are to be made by the Risk Management Committee (which was setup as announced on 27 November 2025), on a case-by-case basis having due and careful regard to a number of factors, including but not limited to market conditions, investment cost, duration of the investment with the sole objective of strengthening the Company's cash position. Under this investment strategy, the Risk Management Committee shall closely monitor the Group's liquidity to ensure that the liquidity profile of the Company's assets, liabilities and other commitments is sufficient to meet its cash requirements from time to time, particularly when evaluating potential investment opportunities (the "**Cash and Working Capital Management Strategy**").

Any securities investments of the Company are conducted under the Cash and Working Capital Management Strategy under the supervision of the Risk Management Committee. The Company considers that the objective of the Cash and Working Capital Management Strategy is to manage the cash and/or near-cash assets of the Group, being non-cash assets that are highly liquid and can be readily converted into cash, so as to enhance the return of its idle cash and working capital through investment in liquid assets within the Group's pre-determined risk limits and parameters.

Examples of liquid non-cash assets include Hong Kong listed trading securities, Bitcoin and Ethereum and Hong Kong Exchange traded debts securities. In contrast, derivatives and structured products, such as index futures, share options are prohibited for investment consideration due to associated leverage risks and liquidity concerns. The Group focuses exclusively on trading securities of sizable companies with high trading volumes. By investing in actively traded and highly liquid assets, the Company is able to respond effectively to market changes and realize its investments when necessary. The Cash and Working Capital Management Strategy seeks to maintain a balance between liquidity and investment opportunities.

The actual investment holding period depends on a number of factors, including, but not limited to, price volatility, historical price trends, forward- looking projections, emerging sector opportunities (such as petrochemical companies benefiting from geopolitical developments including the Iran war), the Company-specific opportunities (such as restructuring and acquisitions) and ultimately the Company's cash position. The purpose of all the Company's investments is to seek both capital appreciation and dividend income, where possible.

Investment decision approval, monitoring and review

Employees of the Group and members of the Board may propose potential investment opportunities for the consideration of the Risk Management Committee. Once the relevant analysis and background information in relation to an investment opportunity has been compiled, the investment proposal will be presented to the Risk Management Committee for consideration, whereupon the members of the Risk Management Committee will review and discuss whether to pursue the opportunity and determine the targeted investment amount.

Members of the Risk Management Committee will then vote on whether to proceed with the proposed investment opportunity. A simple majority, including a positive vote from the executive directors of the Company, is required for the transaction to proceed.

Once an investment has been approved by the Risk Management Committee, the Company's management will monitor the price movement of the relevant investment and execute the transactions through the designated trading platforms within the approved investment amount.

Under normal circumstances, the Risk Management Committee will convene Board meetings to discuss the actions to be taken, including the potential disposal of the relevant investment to minimize losses, if:

(i) the value of the Company's investment portfolio declines by more than 30%; or

(ii) there have been material change(s) to the prospects and/or fundamentals of the relevant investment; or

(iii) the Company's management considers that there is a short-term cash flow need.

Risk management and control measures

The Risk Management Committee and the Company management will continuously monitor market developments to enable prompt action. This includes tracking daily price movements of all investments in the portfolio and monitoring news sources for events that could impact their value. In particular, where the value of the Company's investment portfolio declines by more than 30%, the Company will convene management meetings to discuss the actions to be taken including possible disposal of investments to minimize losses.

To mitigate investment risk, the Company will invest only in actively traded and highly liquid assets allowing it to respond effectively to market changes and realize its investments, when necessary.

2. EVENTS AFTER THE REPORTING DATE OF 31 DECEMBER 2025

On 1 December 2025 (after trading hours), China International Osteoarticular Medical Group Limited (the "**Vendor**") as vendor, the Company as purchaser, and Mr. Yan Li (the "**Guarantor**") as guarantor entered into a sale and purchase agreement **("Sale and Purchase Agreement**"), pursuant to which the Company has conditionally agreed to acquire ("**Acquisition**") and the Vendor has conditionally agreed to dispose of 25% of the issued share capital of Asian Integrated Cell Laboratory Limited (亞洲綜合細胞庫有限公司) (the "**Target Company**") at the initial consideration of HK$300,000,000 (subject to adjustment as mentioned in the Sale and Purchase Agreement), to be satisfied by way of issue of the non-redeemable convertible notes up to the principal amount of HK$300,000,000 to the Vendor under specific mandate. The consideration does not involve cash payments and therefore will not create cashflow burden on the Company. Further the Directors expected the Acquisition will attribute positive cash flow to the Company in the upcoming 2026 financial year under Profit Guarantees (as defined in the announcement of the company dated 1 December 2025 hereinafter mentioned). The Acquisition falls within the categories of major and connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). Further details are disclosed in the announcement of the Company dated 1 December 2025 ("**1 December Announcement**").

The Company is currently in preparation of and will dispatch the circular in relation to the Acquisition in accordance with the requirements under the Listing Rules, containing among other things, (i) further information on the Target Company, the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the recommendation from the Independent Board Committee (as defined in the 1 December Announcement); (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders (as defined in the 1 December Announcement) in relation to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder; (iv) the financial information of the Target Company; (v)other information required under the Listing Rules; and (vi) notice of the special general meeting. The delayed dispatch of this acquisition circular announcement was made on 30 June 2026.

3. POSITION OF THE COMPANY IN RELATION TO THE 2015 CONSIDERATION MANDATORY CONVERTIBLE NOTES ISSUE TO ALLIED SUMMIT

Reference is made to (i) the circular of the Company dated 29 September 2015 in relation to the Company's acquisition of a P2P financing platform under the "**Caijia**" ("**財加**") brand ("**2015 Acquisition**") and the consideration of the 2015 Acquisition is to be satisfied by the issuance of non-redeemable zero coupon rate mandatory convertible notes in the principal amount of HK$2,400,000,000 ("**Consideration MCN**"); (ii) the announcement of 20 April 2020 in relation to the extension of maturity date of the Consideration MCN to 20 April 2024; (iii) the annual reports of the Company for financial years 2024 and 2025 respectively; and (iv) the circular of the Company dated 14 July 2023 in connection with the consolidation of every 10 then existing ordinary shares of HK$0.001 each into 1 ordinary share of HK$0.01 each in the share capital of the Company (the section headed "Convertible Notes" on page 6 of the letter from the board referred); and (v) the voluntary announcement on legal proceedings of the Company dated 23 June 2025; and (vi) the announcement of the Company on inside information on legal proceeding in relation to 2015 Acquisition dated 1 August 2025 ("**1 August 2025 Announcement**").

In October 2015, the Company issued the Consideration MCN (in the full principal amount of HK$2,400,000,000) to Allied Summit Inc. ("**Allied Summit**"), the vendor of the subject interests under the 2015 Acquisition.

Allied Summit converted in aggregate the principal amount of HK$217,600,000 of the Consideration MCN into ordinary shares of the Company at the end of May 2016 and transferred the remaining principal amount of HK$2,182,400,000 of the Consideration of MCN to Harmony Delight Holdings Limited ("**Harmony Delight**") in late October 2021. No consideration was stated in the transfer documents lodged with the Company for registration and it is the position of the Company that Harmony Delight is the nominee of Allied Summitt.

Thereafter, Harmony Delight made the following transfers:

Name of transferee	**Date of transfer**	**Principal amount of the Consideration MCN transferred HK$**
Zhong Ji 1 International Medical Group (Hong Kong) Limited ("**Zhong Ji 1**")	5-Nov-2020	1,840,000,000
Rich Blessing Group Limited	25-Oct-2021	30,000,000
Dreamer S Limited	06-Dec-2021	20,000,000
Yan Li	06-Dec-2021	72,400,000
Total:		1,962,400,000

Following the above transfers, Harmony Delight is now holder of HK$220,000,000 of the principal amount of Consideration MCN ("**Harmony Delight Outstanding CN**").

Litigation Status

As set out in the 1 August 2025 Announcement and in the Annual Report 2025 of the Company (page 60 thereof), Harmony Delight On 24 July 2025, Harmony Delight served the full statement of claim under High Court Action No. 534 of 2025 ("**Company Action**") on the Company. The statement of claim sets out the claim of Harmony Delight against the Company for specific performance of the Harmony Delight Outstanding CN by converting the Harmony Delight Outstanding CN into 110,000,000 ordinary shares in the Company or alternatively the sum of HK$220,000,000. Harmony Delight sought extension of the time to file its reply to the defense of the Company in the Company Action until 24 February 2026, which was approved by court. Harmony Delight has however not filed the reply after 24 February 2026 and has taken no further action in relation to the Company Action.

Regarding the transfer of the principal amount of HK$1,840,000,000 of the Consideration MCN ("**Zhong Ji 1 CN**") as set out in the above table, Zhong Ji 1 is currently engaged in a legal action with Harmony Delight under High Court Action No. 2762 of 2024 ("**Zhong Ji 1 Action**") in relation to the sale by Harmony Delight of the Zhong Ji 1 CN to Zhong Ji 1 and the mortgage executed by Zhong Ji 1 in favour of Harmony Delight over the Zhong Ji 1 CN to secure the payment of the balance of the sale price of the Zhong Ji 1 CN to Harmony Delight. Under the Zhong Ji 1 Action, Harmony Delight is seeking, among other relief, a delivery of original convertible notes of the Zhong Ji 1 CN or alternatively, the payment of all monies owed by the Zhong Ji 1 to Harmony Delight pursuant to the said mortgage. Zhong Ji 1 also disputes the legality and validity of the Zhong Ji 1 CN. Zhong Ji 1 filed its affirmation in opposition to the application under Zhong Ji 1 Action and there has been no further development in Zhong Ji 1 Action thereafter.

It follows that both the Company and Zhong Ji 1 dispute the legality and validity of the Consideration MCN in the Company Action and Zhong Ji 1 Action respectively.

Currently, the registered holders of the outstanding parts of the Consideration MCN are as follows:

Name of Holder	**Outstanding principal amount under the Consideration MCN HK$**
Harmony Delight	220,000,000
Dreamer S Limited	20,000,000
Rich Blessing Group Limited (BVI)	30,000,000
Zhong Ji 1	1,840,000,000
Yan Li	72,400,000
Total:	2,182,400,000

It is the position of the Company that the outstanding Consideration MCN in the total principal amount of HK$2,182,400,000 are invalid and consequently, the above holders should not be in a position to exercise their rights thereunder.

Save as described above, no members of the Group are engaged in any litigation or arbitration of material importance and no litigation or claim of material of material importance was known to the Directors to be pending or threatened by or against any member of the Group as at date of this announcement. The Company will provide updates on the development under the Company Action as and when appropriate.

The Board also confirmed that the information contained herein does not adversely affect the information disclosed in the 2025 Annual Report. Save as supplemented by this announcement, the content of the 2025 Annual Report remains unchanged.

Further Development of the Company Action

The Company will keep the shareholders informed of further development of the Company Action, including the result thereof.

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

Hong Kong, 2 July 2026

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

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

Non-executive Directors
Dr. He Yiwu
Mr. Lyu Changshang

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

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