

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



QUARTERLY UPDATES ON THE IMPLEMENTATION OF ACTION PLANS TO RESOLVE THE DISCLAIMER OF OPINION

The board of directors (the “**Board**”) of China NT Pharma Group Company Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby provides the following quarterly updates on the implementation of the Group’s action plans to improve the Group’s liquidity and financial position and to resolve the disclaimer of opinion on going concern of the Company’s auditor as set out in the annual report of the Company for the year ended 31 December 2025 (the “**Annual Report**”) (the “**Disclaimer of Opinion**”). Unless otherwise defined in this announcement, terms used herein shall have the same meanings as those used in the Annual Report.

As of the date of this announcement, the quarterly update on the implementation of the action plans to address the Disclaimer of Opinion is as follows:

CORE STRATEGIC TRANSFORMATION AND BUSINESS PROGRESS

Since the completion of the acquisition of Zhejiang Kangyuan Medical Device Co., Ltd.* (浙江康源醫療器械有限公司) (“**Kangyuan**”) on 25 March 2026, Kangyuan has been consolidated into the Group and has commenced contributing revenue to the Group. The integration of Kangyuan’s operations, production systems and sales channels is progressing in the ordinary course, and small batch delivery of the Group’s Portable AI X-Ray Device to customers has been continuing. The Group’s overall business is progressing as usual.

PROGRESS ON CAPITAL STRUCTURE IMPROVEMENT

Loan Capitalisation

On 17 June 2026 (after trading hours), the Company entered into seven subscription agreements (the “**Subscription Agreements**”) with seven subscribers (the “**Subscribers**”), pursuant to which the Company has conditionally agreed to allot and issue an aggregate of 847,565,892 new Shares at the subscription price of HK\$0.365 per subscription share for an aggregate consideration of HK\$309,361,551.33 (equivalent to approximately RMB266.69 million), which shall be satisfied by way of offsetting the outstanding debts owed by the Company to the Subscribers in full on a dollar-for-dollar basis (the “**Loan Capitalisation**”). The aggregate amount of the debts to be capitalised represents approximately 59.38% of the total debt of the Group of approximately RMB449.1 million as at 31 December 2025. Assuming the Loan Capitalisation had taken place on 31 December 2025, the total debt of the Group would have been reduced from approximately RMB449.1 million to approximately RMB182.41 million, and the debt-to-assets ratio would have been reduced from approximately 129.29% to approximately 52.52%. Interest under the relevant debts would only be accrued up to the date of the Subscription Agreements and would not be accrued further.

As certain Subscribers are connected persons of the Company, the Loan Capitalisation constitutes a connected transaction of the Company and is subject to, among others, the approval by the independent shareholders of the Company (the “**Independent Shareholders**”) at an extraordinary general meeting (the “**EGM**”). An independent board committee of the Company has been formed and an independent financial adviser has been appointed to advise the independent board committee and the Independent Shareholders. The waiver from the obligation to make a mandatory general offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the Loan Capitalisation was granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (or his delegate) on 12 June 2026. Completion of the Loan Capitalisation is conditional upon, among others, (i) the Listing Committee of the Stock Exchange 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. As disclosed in the announcement of the Company dated 10 July 2026, the circular in relation to the Loan Capitalisation was originally expected to be despatched on or before 31 July 2026. As additional time is required for the Company to prepare and finalise certain information to be included in the circular, the despatch of the circular will be delayed. The Company will publish further announcement(s) in relation to the revised despatch date of the circular as and when appropriate. The EGM will be convened accordingly following the despatch of the circular. The long stop date for the fulfilment of the conditions precedent under the Subscription Agreements is 30 September 2026.

The Loan Capitalisation represents a substantive progress in the Group's action plans to improve its liquidity and financial position. Upon completion, it will significantly reduce the liabilities of the Group which have been overdue, relieve the Group's liquidity pressure and improve its financial conditions.

Other Capital Structure Improvement Measures

In respect of the remaining debt restructuring, the Group continues to negotiate with other major creditors (including substantial shareholders and connected parties) on debt restructuring proposals, including renewal and extension of existing borrowings, conversion of borrowings into shares and waiver of certain restrictive covenants. In respect of asset realisation, as disclosed in the voluntary announcement of the Company dated 29 May 2026, the Company proposes to dispose of part or all of its equity interests in NT Pharma (Overseas) Holding Co., Ltd (which indirectly holds 25.30% equity interests in Beijing Kangchen Biotech Co., Ltd.), and as at the date of this announcement, the proposed disposal remains at a preliminary stage and no legally binding agreement has been entered into. The Company also continues to engage with investment institutions and to explore structured financing options with existing shareholders and potential strategic investors to introduce capital. Save for the Subscription Agreements, as at the date of this announcement, no other concrete or definitive agreement or memorandum of understanding has been entered into by the Group.

The Board will continue to take active measures to address the uncertainties relating to going concern that form the basis for the Disclaimer of Opinion, and will publish further announcements as and when appropriate.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 31 July 2026

As at the date of this announcement, the executive Directors are Mr. Ng Tit and Ms. Ng Anna Ching Mei; the non-executive Directors are Dr. Qian Wei, Ms. Chin Yu and Mr. Lou Yongbin; and the independent non-executive Directors are Mr. Yu Tze Shan Hailson, Mr. Kwok Che Chung and Dr. Zhao Yubiao.

* For identification purposes only