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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)

**MAJOR AND CONNECTED TRANSACTION IN RELATION TO
ACQUISITION OF 25% ISSUED SHARE CAPITAL OF
ASIAN INTEGRATED CELL LABORATORY LIMITED INVOLVING
ISSUE OF CONVERTIBLE NOTES UNDER SPECIFIC MANDATE**

Reference is made to the announcements of Zhong Ji Longevity Science Group Limited (“**Company**”) dated 1 December 2025 (the “**1st Announcement**”) and dated 2 April 2026 (the “**2nd Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the 1st Announcement and the 2nd Announcement.

Under the Sale and Purchase Agreement, the Vendor and the Guarantor jointly and severally and irrevocably and unconditionally, undertake that subject to Completion, the audited net profits before taxation of the Target Company (excluding any extraordinary items) under the Hong Kong Financial Reporting Standards and Hong Kong Accounting Standard in respect of:

- (a) the 12 months period from 1 January 2025 to 31 December 2025 shall not be less than HK\$50,000,000; and
- (b) the 12 months period from 1 January 2026 to 31 December 2026 shall not be less than HK\$50,000,000 (“**2nd Profit Guarantee**”).

Pursuant to the Supplemental Agreement (as detailed in the 2nd Announcement), the HK Company and the PRC Company became the wholly-owned subsidiary of the Target Company with effect from 3 March 2026 and 9 April 2026 respectively. Consequently, the 2nd Profit Guarantee should now be given in relation to the Target Group (“**1st Change**”).

Further, the Vendor and the Company have agreed that in the event the holder(s) of the Convertible Notes shall be prevented from exercising the Conversion Rights if the exercise will: (i) trigger a mandatory offer obligation under Rule 26 of the Takeovers Code; or (ii) result in the public float of the Company to fall below 25% of the issued shares of the Company, the Maturity Date in respect of the Convertible Notes affected shall be automatically extended until the first date on which the conversion would no longer result in a breach of the public float requirement or trigger a mandatory general offer obligation, or such other date as may be agreed between the Company and the relevant holder(s) of the Convertible Notes (“**2nd Change**”).

To reflect and incorporate the 1st Change and the 2nd Change, the Vendor, the Company and the Guarantor entered the second supplemental agreement to the Sale and Purchase Agreement as amended by the 2nd Supplemental Agreement on 21 August 2026.

By order of the Board
Zhong Ji Longevity Science Group Limited
Li Xiaoshuang
Executive Director

Hong Kong, 21 August 2026

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

Executive Directors

Mr. Yan Li (*Chairman*)
Mr. Li Xiaoshuang

Non-executive Directors

Dr. He Yiwu
Mr. Lyu Changsheng

Independent non-executive Directors

Mr. Huang Jiang
Prof. Huang Cibo
Ms. Wang Huijuan
Ms. Tam Mei Chu

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