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CHINA LONGEVITY GROUP COMPANY LIMITED

中國龍天集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

ANNOUNCEMENT PRE-CONDITIONAL CASH PARTIAL OFFER

This announcement is made by the board (the “**Board**”) of directors of China Longevity Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rules 3.2 and 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

PRE-CONDITIONAL CASH PARTIAL OFFER

On 11 February 2025, the Board was notified in writing by a letter from Somerley Capital Limited dated 10 February 2025, the financial adviser of Alternative Liquidity Index, LP (the “**Offeror**”) that, the Offeror intends to make a pre-conditional voluntary cash partial offer (the “**Partial Offer**”) in compliance with the Takeovers Code to the shareholders of the Company to acquire a maximum of 85,261,250 issued shares of the Company (the “**Share(s)**”), representing approximately 10% of the total issued Shares at the price of HK\$0.01 per Share.

On 11 February 2025, the Offeror issued an announcement setting out details of the Partial Offer and the information of the Offeror (the “**Offeror Announcement**”), which was published on the Stock Exchange’s website and can be accessed through the following link:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0211/2025021100604.pdf>

As disclosed in the Offeror Announcement, the Offeror has applied to the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission (the “**SFC**”) for consent for the Partial Offer under Rule 28.1 of the Takeovers Code and a waiver under Rule 28.7 of the Takeovers Code and the Executive has indicated that it is minded to grant the consent and waiver.

NUMBER OF RELEVANT SECURITIES OF THE COMPANY

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such relevant securities in issue as at the date of this announcement are a total of 852,612,470 Shares in issue.

Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An independent board committee (the “**Independent Board Committee**”) comprising all the independent non-executive Directors will be formed to make a recommendation to the independent shareholders of the Company (the “**Independent Shareholders**”) as to whether the Partial Offer is fair and reasonable for acceptance or not.

An independent financial adviser (the “**Independent Financial Adviser**”) will be approved and appointed by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Partial Offer. The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee in respect of the Partial Offer, in particular, as to whether the Partial Offer is, or is not, fair and reasonable and as to its acceptance, will be included in the response document.

Further announcement(s) will be made by the Company following the establishment of the Independent Board Committee and the appointment of the Independent Financial Adviser.

The Directors make no recommendation as to the fairness or reasonableness of the Partial Offer or as to the acceptance of the Partial Offer in this announcement. Independent Shareholders are advised to take no action as regards the Partial Offer until they have received the response document, the advice of the Independent Board Committee and the advice of the Independent Financial Adviser.

GENERAL

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the offer document containing, amongst other things, the terms and conditions of the Partial Offer and the form(s) of acceptance and transfer in respect of the Partial Offer, to the Independent Shareholders within 21 days of the date of the Offeror Announcement. In response, pursuant to Rule 8.4 of the Takeovers Code, a response document, which will contain, amongst other things, the recommendation of the Independent Board Committee and the advice of the Independent Financial Adviser to the Independent Board Committee on the Partial Offer, will be issued and despatched by the Company to the shareholders of the Company within 14 days after the posting of the offer document by the Offeror in relation to the Partial Offer, or on a later date as permitted pursuant to the Takeovers Code.

DEALING DISCLOSURE

The respective associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any relevant securities of the Company pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

SUSPENSION OF TRADING

The shares of the Company have been suspended from trading on the Stock Exchange since 14 February 2013.

As of the date of this announcement, the Company has not received any notice from the Stock Exchange stating that it is proceeding to delist the Company.

WARNING

Shareholders and potential investors of the Company should be aware that the Partial Offer are subject to the satisfaction or waiver (where applicable) of the condition to which the Partial Offer is subject set out in the Offeror Announcement. Accordingly, the Partial Offer may or may not become or be declared unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

None of the Company and its ultimate beneficial owners, Directors, officers, advisers, agents or any other person involved in the Partial Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Partial Offer.

Persons who are in any doubt about their position should consult their licensed securities dealer or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

Trading of shares of the Company has been suspended since 14 February 2013 and will remain suspended until further notice.

By order of the Board
China Longevity Group Company Limited
Liu Jun
Chairman and Executive Director

Hong Kong, 13 February 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Liu Jun, Mr. Jiang Shisheng and Mr. Gao Juwen, and three independent non-executive Directors are Mr. Lau Chun Pong, Mr. Lu Jiayu and Ms. Jiang Ping.

All the Directors jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading. The Directors only take responsibility for the correctness and fairness of the reproduction and presentation of the information relating to the Partial Offer expressed by the Offeror which is extracted from the announcement of the Offeror dated 11 February 2025.