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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)

VOLUNTARY ANNOUNCEMENT LEGAL PROCEEDINGS

Reference is made to (i) the circular of the Zhong Ji Longevity Science Group Limited (the “**Company**”) dated 29 September 2015 in relation to the Company’s acquisition of a P2P Loans platform business (“**2015 Acquisition**”) and the issuance the convertible notes; (ii) the announcement of 20 April 2020 in relation to the extension of maturity date of the convertible notes to 20 April 2024; and (iii) the annual report for the year ended 31 December 2024. Unless the context requires otherwise, all the terms defined in this announcement shall have the same meanings when used herein.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on a voluntary basis to update the shareholders and potential investors of the Company about the latest developments regarding the convertible notes issued by the Company in the principal amount of HK\$2,182,400,000 (the “**Convertible Notes**”), which expired on 20 April 2024.

The Board wishes to inform its shareholders and potential investors that a writ of summons was issued on 18 March 2025 (the “**Action**”) by Harmony Delight Holdings Limited (“**Harmony Delight**”) with a simple indorsement of claim endorsed against the Company. Harmony Delight was a holder of part of the Convertible Notes in the principal amount of HK\$220,000,000, with a conversion price of HK\$2.0 per share of the Company (as adjusted to reflect the effect of the share consolidation). Harmony Delight is seeking, among other relief, a declaration that the Convertible Notes are valid and binding on the Company, and conversion into 110,000,000 shares of the Company, representing 20.13% of the existing issued share capital of the Company as at the date of

this announcement. Up to the date of this announcement, the holders of the remainder portion of the Convertible Notes have not approached the Company to request conversion thereof.

As confirmed by the Directors, no detailed statement of claim containing substantive particulars has been filed by Harmony Delight to date. However, it is noted that Harmony Delight has made several applications to the court to extend the deadline for filing such a statement.

As disclosed in the circular of the Company dated 14 July 2023, the management of the Company became aware of several issues surrounding the 2015 Acquisition and the Convertible Notes. These include, without limitation, concerns regarding the legality of the business operated under the “Caijia” P2P financing platform (which was the subject of the 2015 Acquisition), and the cessation of the Caijia business in 2020 due to regulatory concerns. These issues raise questions regarding the justification for the consideration paid in the 2015 Acquisition, which was based on an implied price-to-earnings ratio of approximately 7.14, calculated using a profit guarantee of HK\$450 million for the years ended 31 December 2015 and 31 December 2016. In light of these developments, the Company holds reservations as to the validity of the Convertible Notes.

For further details on the 2015 Acquisition, please refer to the circular of the Company dated 29 September 2015.

The Company has appointed legal counsel and has put forward arguments questioning the validity of the 2015 Acquisition at the material time. The Company will continue to act in accordance with applicable laws and remains committed to protecting the interests of the Company and its shareholders as a whole in response to the claims made by Harmony Delight. In the absence of detailed particulars of Harmony Delight’s claims, the Company does not intend to renegotiate the terms of the Convertible Notes. As such, no concrete plan regarding the Convertible Notes has been formulated at this stage.

The management of the Company is currently conducting an internal assessment and intends to file reports, in consultation with its legal counsel where appropriate, with the relevant regulatory and enforcement authorities regarding any suspected criminal elements related to the issuance of the principal Convertible Notes. The Company will also pursue recovery of any losses or damages incurred by the Company and any harm caused to the interests of its shareholders.

The Company is of the view that the above legal proceedings do not, at present, affect the normal business and operations of the Group, and will not have any material adverse impact on the Group’s overall business, operations, or financial performance. The Company will actively respond to the Action and will make further announcements to keep its shareholders and potential investors informed of any significant developments in the legal proceedings and any significant change in the stance of the Company as and when appropriate.

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

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

Hong Kong, 23 June 2025

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

Executive Directors

Mr. Yan Li (*Chairman*)
Mr. Yan Yifan (*Chief Executive Officer*)
Mr. Li Xiaoshuang
Ms. Cao Xie Qiong

Independent non-executive Directors

Mr. Lee See Barry
Mr. Huang Jiang
Prof. Huang Cibo

Non-executive Directors

Dr. He Yiwu
Mr. Lyn Changsheng

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