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**KANGJI 康基**

**Kangji Medical Holdings Limited**  
**康基医疗控股有限公司**

**KNIGHT BIDCO LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9997)**

**JOINT ANNOUNCEMENT**

**DELAY IN DESPATCH OF SCHEME DOCUMENT IN RELATION  
TO**

**(1) PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION  
OF KANGJI MEDICAL HOLDINGS LIMITED BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION  
86 OF THE COMPANIES ACT**

**(2) PROPOSED WITHDRAWAL OF LISTING**

**AND**

**(3) SPECIAL DEAL IN RELATION TO THE ROLLOVER  
ARRANGEMENT AND SHAREHOLDERS' AGREEMENT**

**Exclusive Financial Adviser to the Offeror**

**J.P.Morgan**

**Independent Financial Adviser to the Independent Board Committee**



**SOMERLEY CAPITAL LIMITED**

Reference is made to the announcement dated 12 August 2025 jointly issued by Knight Bidco Limited (the “**Offeror**”) and Kangji Medical Holdings Limited (the “**Company**”) in relation to, among other things, the proposal for the privatisation of the Company by

the Offeror by way of a scheme of arrangement under section 86 of the Companies Act (the “**Joint Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **DELAY IN DESPATCH OF THE SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Scheme Document should be despatched no later than 21 days after the date of the Joint Announcement (being on or before 2 September 2025), unless consent is granted by the Executive to extend the deadline for the despatch of the Scheme Document.

As stated in the Joint Announcement, the making of the Proposal is, and the implementation of the Scheme will be, subject to the satisfaction of the Pre-Conditions set out in the section headed “Pre-Conditions to the Proposal” in the Joint Announcement on or prior to the Pre-Condition Long Stop Date. The Scheme will only become effective upon the satisfaction or waiver (as applicable) of the Conditions, including approval of the Scheme at the Court Meeting and sanction of the Scheme by the Grand Court.

As additional time is required to (i) fulfil the Pre-Conditions to the Proposal, (ii) prepare and finalise the content of the Scheme Document and (iii) obtain directions from the Grand Court on the convening of the Court Meeting, taking into account, among other things, the Grand Court’s vacation from 1 August 2025 to 15 September 2025, an application for consent has been made to the Executive for an extension of the time limit for despatching the Scheme Document to a date that is no later than 31 October 2025. The Executive has granted its consent for such extension.

All the Pre-Conditions remain outstanding as at the date of this announcement.

Subject to satisfaction of the Pre-Conditions, the Scheme Document containing, among other things: (i) further details of the Proposal and the Scheme; (ii) the expected timetable in relation to the Proposal and the Scheme; (iii) an explanatory statement as required under the Companies Act and the rules of the Grand Court; (iv) information regarding the Company; (v) recommendations from the Independent Board Committee with respect to the Proposal and the Scheme, and the letter of advice from the Independent Financial Adviser; and (vi) a notice of the Court Meeting and a notice of the EGM, together with forms of proxy in relation thereto, will be despatched to the Shareholders in compliance with the requirements of the Takeovers Code, the Companies Act, the Grand Court and other applicable laws and regulations.

Further announcement(s) will be made jointly by the Offeror and the Company in relation to the despatch of the Scheme Document as and when appropriate.

## WARNING

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Pre-Conditions and the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of  
**KNIGHT BIDCO LIMITED**  
**CAI Li**  
*Director*

By order of the board of  
**KANGJI MEDICAL HOLDINGS LIMITED**  
**ZHONG Ming**  
*Chairman*

Hong Kong, 2 September 2025

*As at the date of this announcement, the directors of the Offeror are Cai Li, Wang Ke and Zhang Ximeng. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Offeror, MidCo and TopCo and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of the Offeror (other than those expressed by the Director in her capacity as such) 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 statements in this announcement misleading.*

*As at the date of this announcement, the sole director of Fortune Spring ZM is Mr. Zhong and the directors of Fortune Spring YG are Mr. Zhong and Ms. Shentu (the “**Founder Responsible Persons**”). The Founder Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Founder Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Founder Responsible Persons (other than those expressed by the Directors in their capacities as such) 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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of TPG Asia GenPar VII Advisors, Inc. (as the ultimate general partner of the controlling entity of each of the TPG Entities), are Martin Davidson and Joann Harris (the “**TPG Responsible Persons**”). The TPG Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the TPG Entities and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the TPG Responsible Persons*

*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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of NewQuest Asia Fund V GP Ltd., the general partner of NewQuest Asia Fund V, L. P., which wholly owns NewQuest V, are Martin Davidson and Joann Harris (the “**NewQuest Responsible Persons**”). The NewQuest Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to NewQuest V and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the NewQuest Responsible Persons 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 statements in this announcement misleading.*

*As at the date of this announcement, the directors of Al-Rayyan Holding are Ahmad Mohammed F Q Al-Khanji, Mohammed Yaser M J Al-Mosallam and Khaled Sultan K KH Al-Rabban (the “**Al-Rayyan Holding Responsible Persons**”). The Al-Rayyan Holding Responsible Persons jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Al-Rayyan Holding and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Al-Rayyan Holding Responsible Persons 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 statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises Zhong Ming, Shentu Yinguang and Yin Zixin as executive Directors; Cai Li as non-executive Director; and Jiang Feng, Guo Jian and Chen Weibo as independent non-executive Directors. The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement (other than information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors (other than those expressed by the directors of the Offeror and the respective directors of the Consortium Members in their capacities as such) 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.*

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