

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.



ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that on 9 February 2026 (after trading hours), the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to issue the Bonds in an aggregate principal amount of HK\$65,000,000.

The gross proceeds and net proceeds from the issue of the Bonds will be approximately HK\$65,000,000 and HK\$64,000,000, respectively. The Company intends to use the net proceeds for general working capital and repayment of loans.

As at the date of this Announcement, the Company has an aggregate of 674,246,015 Shares in issue. Assuming (i) there is no other change in the existing shareholding of the Company; (ii) the conditions precedent under the Subscription Agreements are satisfied on or before the Long Stop Date; and (iii) all the Conversion Rights attaching to the Bonds in the principal amount of HK\$65,000,000 are exercised by the Subscribers in full based on the Conversion Price of HK\$0.64 per Conversion Share, the Subscribers will be interested in 101,562,500 Shares, representing approximately 15.06% of the issued share capital of the Company as at the date of this Announcement, and approximately 13.09% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon full exercise of the Conversion Rights under the Bonds pursuant to the Subscription Agreements.

LISTING

No application will be made for the listing of the Bonds on the Stock Exchange or any other stock exchange. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares.

GENERAL MANDATE

The Conversion Shares will be allotted and issued under the General Mandate upon the exercise in full of the Conversion Rights attaching to the Bonds. Under the General Mandate, the Company is authorised to allot, issue and deal with up to 134,849,203 Shares. The Company has no intention to transfer treasury Shares (if any) upon exercise of the Conversion Rights.

As at the date of this Announcement, the Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the Subscription Agreements. Upon exercise in full of the Conversion Rights attaching to the Bonds, the Conversion Shares will be allotted and issued under the General Mandate. Accordingly, the issue of Conversion Shares under the General Mandate is not subject to Shareholders' approval.

Closing of the Bonds Issue is subject to the fulfillment and/or waiver (as the case may be) of the Closing Conditions set out in the Subscription Agreements and therefore the Bonds Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and other securities of the Company.

INTRODUCTION

On 9 February 2026 (after trading hours), the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to issue the Bonds in an aggregate principal amount of HK\$65,000,000.

Details of the terms of the Subscription Agreements and the Bonds are summarised below:

THE SUBSCRIPTION AGREEMENTS

Date

9 February 2026 (after trading hours)

Parties

Issuer: The Company

Subscribers: The Subscribers

Subscriber A is a limited company incorporated under the laws of the People's Republic of China and is principally engaged in investments in the healthcare industry, and is owned as to 50% by Ms. Huang Xuehua* (黃雪花), 25% by Ms. Guan Shaoe* (管紹娥) and 25% by Mr. Zhang Qinpeng* (張欽鵬). As at the date of this Announcement, neither Subscriber A nor, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, any of its ultimate beneficial owners is interested in any Shares.

Subscriber B is an individual who is a merchant. As at the date of this Announcement, Subscriber B is not interested in any Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this Announcement, (a) the Subscribers and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules) and (b) Subscriber A and Subscriber B are also independent of each other.

Conditions Precedent

The subscriptions contemplated under the Subscription Agreements shall be conditional upon the fulfillment (or waiver) of each of the following closing conditions (the "**Closing Conditions**") on or before the Long Stop Date:

- (a) the publication of this Announcement in compliance with the Listing Rules and as soon as practicable after the execution of the Subscription Agreements;
- (b) the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares;
- (c) the representations, warranties and undertakings of the Company contained in the Subscription Agreements remaining true, accurate, complete in all material respects and not misleading;
- (d) there shall not have occurred any event that would (had the Bonds already been issued) constitute an event of default;
- (e) the representations, warranties and undertakings of the Subscribers contained in the Subscription Agreements remaining true, accurate, complete in all material respects and not misleading; and
- (f) the Subscribers shall have performed and complied with all covenants, agreements, obligations and conditions contained in the Subscription Agreements that are required to be performed or complied with by them on or before the Closing.

Any Subscriber may at its sole discretion by written notice to the Company waive the conditions (c) to (d) above, whereas the Company may at its sole discretion by written notice to the Subscribers waive the conditions (e) to (f) above. If the Closing Conditions of the Subscription Agreements are not either waived or fulfilled (as the case may be) by the Long Stop Date, the Subscription Agreements shall automatically terminate and none of the Parties shall have any claims against the other save for any rights and liabilities that have accrued before termination thereunder.

Closing

Subject to fulfillment or waiver (as the case may be) of the Closing Conditions, the Closing will take place on the Closing Date. The Company shall issue the Bonds in the Principal Amount to the Subscribers on the Closing Date.

PRINCIPAL TERMS OF THE BONDS

The principal terms of the Bonds are summarised below:

Issuer: The Company

Subscribers: The Subscribers

Principal Amount: An aggregate principal amount of HK\$65,000,000 (the “**Principal Amount**”), comprising the principal amount of HK\$50,000,000 for Subscriber A (the “**Subscription Amount A**”) and the principal amount of HK\$15,000,000 for Subscriber B (the “**Subscription Amount B**”).

The Subscription Amount A will be satisfied partly through the setoff of an existing loan with the principal amount of HK\$7,350,000 owed by the Company to Subscriber A, and the Subscription Amount B will be satisfied wholly through the set-off of an existing loan with the principal amount of HK\$15,000,000 owed by the Company to Subscriber B. Such setoffs will be effected at Closing, and will discharge the outstanding amount of the relevant loan (or the applicable part thereof) correspondingly.

The loan agreements previously entered into between the Company and Subscriber A on 5 January 2026 and the loan agreement previously entered into between the Company and Subscriber B on 16 April 2025 were not disclosed by the Company at the time of their respective execution as they represented the Company's receipt of financial assistance from independent third parties and did not involve the grant of any guarantee or indemnity by the Company or the provision of any financial assistance by the Company.

Maturity Date:	Being the later of:
	<ul style="list-style-type: none">(i) the date falling twenty-four (24) months from the issuance date of the Bonds; or(ii) if that is not a Business Day, on the first Business Day thereafter.
Interest Rate:	5% per annum calculated by reference to the principal amount of the Bonds outstanding (the " Interest Rate ").
Interest Period:	Payable semi-annually in arrears, calculated from and including the issuance date of the Bonds up to but excluding the date on which the Bonds are redeemed.
Default Interest:	Interest Rate plus 2% per annum (the " Default Interest ")
Conversion Rights:	The Bondholders have the right(s) at any time during the Conversion Period to convert the whole or any part of the outstanding principal amount of the Bonds, together with any due and payable interest accrued by the relevant time, into Shares at the Conversion Price. Fractions of Shares will not be issued on conversion and no cash adjustments will be made in respect thereof.

The maximum number of Conversion Shares issuable upon conversion of the Bonds shall be subject to the General Mandate Threshold. If any event occurs (including but not limited to any dilutive events which lead to the number of Conversion Shares issuable under the Bonds to exceed the General Mandate Threshold), then each Bondholder shall be entitled to a maximum number of Conversion Shares upon conversion of the outstanding principal amount of the Bonds that it holds, that is equal to its pro rata portion of the General Mandate Threshold, and any remaining principal amount of the Bonds of each Bondholder shall be redeemed by the Company on the Maturity Date. No conversion may be effected if, as a result of such conversion (together with the interests of the Bondholder and its parties acting in concert (as defined in the Takeovers Code)), a mandatory general offer obligation under Rule 26 of the Takeovers Code would be triggered, unless, in each case, a whitewash waiver (or any other applicable waiver or consent) has been granted by the Executive and all conditions attaching to such waiver or consent have been satisfied in full. This restriction is non-waivable and shall apply at all times, except to the extent expressly permitted by applicable laws, regulations or the Executive or the SFC.

Conversion Price:

The initial Conversion Price shall be HK\$0.64 per Conversion Share (the “**Conversion Price**”), subject to the Conversion Price Adjustment Events. The net Conversion Price, after deduction of the relevant expenses, is approximately HK\$0.63 per Conversion Share.

The initial Conversion Price was determined based on arm’s length negotiations between the Company and the Subscribers with reference to the prevailing market prices of the Shares as quoted on the Stock Exchange.

The initial Conversion Price represents:

- (i) a discount of approximately 18.99% to the closing price per Share of HK\$0.79 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements; and
- (ii) a discount of approximately 16.88% to the average closing price per Share of HK\$0.77 as quoted on the Stock Exchange for the last five consecutive trading days up to and including 6 February 2026, (being the last trading day immediately before the date of the Subscription Agreements).

Conversion Price Adjustment Events:	<p>The Conversion Price shall from time to time be adjusted upon occurrence of the following event:</p> <ul style="list-style-type: none"> (i) Consolidation, subdivision or reclassification of the Shares; (ii) Capitalisation of profits or reserves; (iii) Capital distribution; (iv) Offer of Shares; (v) Offer of securities other than Shares; (vi) The Company issues wholly for cash any Shares at a price per Share which is less than the market price; and (vii) The Company issues Shares for the acquisition of any assets at a consideration per Share less than the market price. <p>(collectively, the “Conversion Price Adjustment Events”)</p>
Conversion Shares:	Upon full conversion of the Bonds at the initial Conversion Price of HK\$0.64 per Conversion Share, an aggregate of 101,562,500 Conversion Shares will be issued.
Conversion Period:	The period commencing from the date falling three (3) months after the issuance date of the Bonds and up to the close of business on the day falling fourteen (14) days prior to the Maturity Date (the “ Conversion Period ”).
Redemption at Maturity:	<p>Unless previously converted, redeemed, or cancelled or unless a Bondholder has previously issued a notice of repayment in the prescribed form, the Company shall on the Maturity Date redeem all the outstanding principal amount of the Bonds in an amount equal to the aggregate of:</p> <ul style="list-style-type: none"> (i) the Base Redemption Amount; (ii) interest accrued and outstanding; (iii) any Default Interest accrued and outstanding; and (iv) any other payment accrued and outstanding to the Bondholders.

Redemption for event of default: Upon the occurrence of any event of default, the Bondholder shall be entitled to require, by lodging a notice of repayment in the prescribed form at the Company's address, the Bonds registered in its name to be redeemed at the aggregate of:

- (i) the Base Redemption Amount;
- (ii) interest accrued and outstanding;
- (iii) any Default Interest accrued and outstanding; and
- (iv) any other payment accrued and outstanding to the Bondholders.

Pre-closing restrictions: From the date of the Subscription Agreements until and including the Closing Date, the Company undertakes to the Subscribers without their written consent, the Company will (i) not declare, pay or make any dividends or other distributions, (ii) not grant or issue of Shares other than the grant and issue of Shares pursuant to the conversion of any preference Shares and the grant of issue of Share pursuant to the general mandate or any specific mandate granted by the Shareholders and (iii) comply with the Bond conditions.

No application for listing: No application will be made for a listing of the Bonds on any stock exchange.

Status of the Bonds: The Bonds shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Company, and shall rank equally and without any preference among themselves at all times. The obligations of the Company under the Bonds shall rank *pari passu* with all other present and future unsecured and unsubordinated obligations of the Company, save for such exceptions as may be provided by applicable legislation.

Ranking of the Conversion Shares: The person or persons to whom Shares are issued upon the exercise of the Conversion Rights will become the holder of record of the number of Conversion Shares with effect from the Conversion Date and shall be entitled in respect of its Conversion Shares to all dividends, and other distributions the record date for which falls on a date on or after the Conversion Notice.

The Conversion Shares, when allotted and issued, will in all respects rank *pari passu* with the Shares in issue on the date of the allotment and issue of the Conversion Shares, and free from any liens, charges, pre-emptive rights, third party rights or any other encumbrance.

GENERAL MANDATE TO ALLOT AND ISSUE THE CONVERSION SHARES UPON CONVERSION OF THE BONDS

The Conversion Shares will be allotted and issued under the General Mandate upon the exercise in full of the Conversion Rights attaching to the Bonds. Under the General Mandate, the Company is authorised to allot, issue and deal with up to 134,849,203 Shares. The Company has no intention to transfer treasury Shares (if any) upon exercise of the Conversion Rights.

As at the date of this Announcement, the Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the Subscription Agreements. Upon exercise in full of the Conversion Rights attaching to the Bonds, the Conversion Shares will be allotted and issued under the General Mandate. Accordingly, the issue of Conversion Shares under the General Mandate is not subject to Shareholders' approval.

REASONS FOR THE ISSUE OF THE BONDS AND USE OF PROCEEDS

The Company is an investment holding company. The Group has nearly 30 years of experience in the medical field and is currently focusing on developing a full-cycle intelligent healthcare ecosystem platform for bone health in the PRC, covering the entire process of testing, treatment and rehabilitation. The Group's principal businesses include (i) promotion and distribution of the AI X-Ray Bone Density System; (ii) sales agency of orthopedic drugs and health products; and (iii) provision of providing digital healthcare services and rehabilitation management solutions.

As disclosed in the Company's interim report for the six months ended 30 June 2025 (the "**Interim Report**"), the Group recorded a net loss for the six months ended 30 June 2025 and had net current liabilities and net liabilities as at 30 June 2025, with a relatively low level of cash and bank balances. These conditions, along with other matters as set forth in the Interim Report, indicate that material uncertainties exist that cast significant doubt on the Group's ability to continue as a going concern. To alleviate such material uncertainty on going concern, the Company has indicated that it will continue to explore external funding to improve the working capital, liquidity and cash flow position of the Group.

The gross proceeds and net proceeds from the issue of the Bonds will be approximately HK\$65,000,000 and HK\$64,000,000, respectively. Pursuant to the Subscription Agreements, a substantial portion of the Principal Amount will be satisfied through set-off against the existing loans owing by the Company to the Subscribers at Closing. This arrangement will reduce the Group's outstanding indebtedness and related financing burden, strengthen the Group's balance sheet position by discharging the relevant loan liabilities (or the applicable part thereof), and preserve cash resources for the Group's ongoing operations and general working capital needs.

Prior to entering into the Subscription Agreements, the Company considered other fund-raising alternatives, including (without limitation) additional bank borrowings, a share placing and a rights issue. The Board considers that, having regard to the Group's financial position and prevailing market conditions, the issue of the Bonds represents an appropriate fund-raising option currently available to the Company. In particular, (i) additional bank borrowings may be difficult and/or may involve additional security and/or more stringent covenants; (ii) as compared with an equity fund-raising such as share placing, the issue of the Bonds does not have an immediate dilution effect on the shareholding of existing Shareholders; and (iii) as compared with a rights issue which may involve the issue of a prospectus, the issue of the Bonds can generally be implemented within a shorter timeframe. Further, while the Bonds are debt in nature, they may (subject to the terms and conditions of the respective Subscription Agreements) be converted into Shares and therefore would not require cash repayment in respect of any amount converted.

The Company intends to use the net proceeds generally for (i) general working capital purposes and (ii) repayment and/or refinancing of the Group's existing indebtedness (including loans and borrowings).

The terms of the Subscription Agreements and the Bonds (including the interest rate, maturity and conversion price) were determined after arm's length negotiations between the Company and the Subscribers, having taken into account, among other things, prevailing market conditions, the recent trading price of the Shares and the Group's financial position.

The Directors consider that the terms of the Subscription Agreements and the issue of the Bonds, which were arrived at after arm's length negotiations between the Company and the Subscribers, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS OF SUBSCRIPTIONS ON THE SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this Announcement; and (ii) for illustration purpose only, immediately after the allotment and issue of the Conversion Shares in full upon exercise of the Conversion Rights (on the assumptions that there is no further allotment of Shares from the date of this Announcement other than the Conversion Shares) are as follows:

Shareholders	As at the date of this Announcement		Immediately upon full conversion of the Bonds at the initial Conversion Price and no further allotment of Shares	
	Approximately % of total		Approximately % of total	
	No. of Shares	issued Shares	No. of Shares	issued Shares
Golden Base Investment Ltd ⁽¹⁾	303,925,563	45.08	303,925,563	39.18
Ms. Chin Yu	273,333	0.04	273,333	0.04
Mr. Ieong Iat ⁽²⁾	146,520,146	21.73	146,520,146	18.89
Mr. Ieong Chong Mang	54,762,300	8.12	54,762,300	7.06
Annie Investment Co., Ltd.	170,000	0.03	170,000	0.02
Mr. Yu Tze Shan Hailson ⁽³⁾	15,000	0.00	15,000	0.00
Subscriber A	–	–	78,125,000	10.07
Subscriber B	–	–	23,437,500	3.02
Other public shareholders	<u>168,579,673</u>	<u>25.00</u>	<u>168,579,673</u>	<u>21.73</u>
Total	<u>674,246,015</u>	<u>100.00</u>	<u>775,808,515⁽⁴⁾</u>	<u>100.00</u>

Notes:

1. Golden Base Investment Limited was legally and beneficially owned as to 50% by Ms. Chin Yu and 50% by Mr. Ng Tit, the spouse of Ms. Chin Yu.
2. Mr. Ieong Iat is the son of Mr. Ieong Chong Mang and Ms. Shum Ning, who wholly owns Annie Investment Co. Ltd.
3. Mr. Yu Tze Shan Hailson is an independent non-executive Director of the Company. Save as disclosed herein, no other Directors held any Shares as at the Latest Practicable Date.
4. As disclosed in the announcement of the Company dated 15 January 2026, the issuance and allotment of up to 274,751,679 Shares by the Company for the purpose of acquiring 100% of the issued shares of three target companies was approved by the Shareholders as an ordinary resolution in the extraordinary general meeting held on the same date. However, the Company has not issued such Shares as at the date of this Announcement.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities during the twelve months immediately preceding the date of this Announcement:

Date of announcement/circular	Event	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
28 November 2024, 19 December 2024, 28 January 2025, 4 February 2025, 17 February 2025 and 21 February 2025	Allotment and issue of (i) 263,636,363 Shares and (ii) 146,520,146 new Shares at the price of HK\$0.33 per Share to the two subscribers under the specific mandate granted to the Directors by the independent Shareholders at the extraordinary general meeting of the Company held on 17 February 2025	No cash proceeds	Offsetting the outstanding amount of certain Shareholders' loans owed by the Company to the subscribers	Used as intended
28 April 2025, 29 April 2025, 18 December 2025, 24 December 2025 and 15 January 2026	Allotment and issue of 274,751,679 new Shares at the price of HK\$0.45 per Share under the specific mandate granted to the Directors by the Shareholders at the extraordinary general meeting of the Company held on 15 January 2026	No cash proceeds	Settlement of the consideration of acquiring 100% of the issued shares in the three target companies	Pending allotment/issuance

Save as disclosed above, the Company had not conducted any equity fund raising activities in the twelve months immediately preceding the date of this Announcement.

PUBLIC FLOAT

The Company will monitor closely and will ensure that it maintains the minimum public float percentage as prescribed under the Listing Rules from time to time. The Company's public float will not fall below the minimum prescribed percentage under the Listing Rules upon the conversion of the Bonds.

GENERAL

Closing of the Bonds Issue is subject to the fulfillment and/or waiver (as the case may be) of the Closing Conditions set out in the Subscription Agreements and therefore the Bonds Issue may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

In this Announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“Announcement”	the announcement to be made by the Company concerning, <i>inter alia</i> , the Subscription Agreements and the transactions contemplated hereunder as required by the Listing Rules
“Base Redemption Amount”	in respect of any principal amount of the Bonds outstanding and to be redeemed by the Company, an amount equal to 100% of the principal amount stated in the bond certificate
“Board”	the board of directors of the Company from time to time
“Bondholder(s)”	the holder(s) of the Bonds
“Bonds”	the two-year unsecured 5% interest-bearing convertible bonds due 2028 in the aggregate amount of HK\$65,000,000 issued by the Company to the Subscribers pursuant to the Subscription Agreements
“Bonds Issue”	the issue of the Bonds by the Company
“Business Day”	a day on which commercial banks and foreign exchange markets settle payments in Hong Kong excluding any day in Hong Kong on which a typhoon signal number 8 or above or a “black” rainstorm warning is hoisted
“Closing”	the closing of the issue and subscription of the Bonds by the Company to the Subscribers as contemplated under the Subscription Agreements

“Closing Date”	30 June 2026 or an earlier date upon which the last of the Closing Conditions to be satisfied shall have been satisfied or waived or such later time and/or date as agreed between the Subscribers and the Company in writing
“Company”	China NT Pharma Group Company Limited (stock code: 1011), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Stock Exchange
“Conversion Date”	the Business Day immediately after the certificate(s) of the Conversion Shares are delivered to the Bondholder pursuant to such Bondholder’s exercise of Conversion Rights
“Conversion Rights”	the rights of the Bondholders to convert the principal amount of the Bonds or any part thereof, together with the interest accrued into Conversion Shares
“Conversion Shares”	the Shares to be allotted and issued upon the exercise of the Conversion Rights
“Directors”	the directors of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC
“General Mandate”	the general mandate to allot, issue and deal with Shares (up to such number of Shares the aggregate nominal amount of which is equal to 20 per cent. of the total issued Shares of the Company at the date of passing the ordinary resolution, consisting of as at that date 134,849,203 Shares) granted to the Directors by Shareholders of the Company at its annual general meeting held on 30 June 2025
“General Mandate Threshold”	the threshold of 134,849,203 Shares (subject to consolidation or subdivision of the Shares) or such number of Shares which may be permissible to be issued under the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 August 2026, or such other date as may be agreed by the Company and the Subscribers in writing
“Parties”	collectively all the parties to each Subscription Agreement, and “ Party ” means each party to each Subscription Agreement
“SFC”	The Securities and Futures Commission of Hong Kong
“Shares”	ordinary shares of US\$0.0000008 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	Hangzhou Jingwei Life Sciences Co., Limited* (杭州經緯生命科技有限公司), a company incorporated under the laws of the People’s Republic of China
“Subscriber B”	Mr. Wong Kim Shan (黃劍山)
“Subscribers”	collectively Subscriber A and Subscriber B
“Subscription Agreement A”	the subscription agreement dated 9 February 2026 entered into between the Company and Subscriber A in relation to the issue of the Bonds by the Company to Subscriber A in an aggregate principal amount of HK\$50,000,000.
“Subscription Agreement B”	the subscription agreement dated 9 February 2026 entered into between the Company and Subscriber B in relation to the issue of the Bonds by the Company to Subscriber B in an aggregate principal amount of HK\$15,000,000.
“Subscription Agreements”	collectively the Subscription Agreement A and the Subscription Agreement B
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs in Hong Kong

“US\$” denotes the lawful currency of the United States of America
“%” per cent.

* *For identification purpose only.*

By order of the Board
China NT Pharma Group Company Limited
NG Tit
Chairman

Hong Kong, 9 February 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 and Ms. Chin Yu; and the independent non-executive Directors are Mr. Yu Tze Shan Hailson, Mr. Ng Ming Kwan and Dr. Zhao Yubiao.