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## **STARCOIN GROUP LIMITED**

## **星太鏈集團有限公司**

*(Formerly known as Innovative Pharmaceutical Biotech Limited 領航醫藥及生物科技有限公司)*

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 399)**

### **VOLUNTARY ANNOUNCEMENT**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A POTENTIAL DE-SPAC TRANSACTION**

This announcement is made by Starcoin Group Limited (formerly known as Innovative Pharmaceutical Biotech Limited) (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 27 February 2026 (after the trading hours of Stock Exchange), the Company and Newbridge Acquisition Limited (“**Newbridge**”) entered into a memorandum of understanding (the “**MOU**”) to explore opportunities to enter into a de-SPAC transaction involving the Group and/or its assets or businesses (the “**Potential Transaction**”).

Newbridge is a blank check company incorporated for the purpose of entering into a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities. The shares of Newbridge are listed on NASDAQ under the symbol “NBRG”.

Under the MOU, it was agreed that each of Newbridge and the Company would use its reasonable endeavours to engage in discussions with a view of implementing the Potential Transaction, subject to the results of due diligence and entering into definitive agreements, and would provide reasonable assistance to each other for the purpose of due diligence. The MOU will be terminated on the earlier of signing of the definitive agreements with respect to the Potential Transaction and the day falling 180 days after the date of the MOU (or such other date as may be agreed between the Company and Newbridge).

The Board believes that the Potential Transaction, if consummated, would represent a significant strategic milestone for the Group. A de-SPAC transaction with a NASDAQ-listed company would provide the Group with access to the US capital markets, facilitating fundraising initiatives to support the development and growth of the Group's businesses. A successful completion of the Potential Transaction would also serve as a recognition of the Group's business model, growth strategy and market potential, unlocking the intrinsic value of the Group. Taking into account the foregoing, the Board believes that the Potential Transaction, if consummated, would be in the interests of the Company and its shareholders as a whole.

**This announcement is made by the Company on a voluntary basis. The purpose of this announcement is to keep the shareholders and potential investors of the Company informed of the latest business development of the Group. The MOU is subject to the entering into of the definitive agreement(s). The transactions contemplated under the MOU therefore may or may not proceed. The Company will publish an announcement in compliance with the Listing Rules as when and 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  
**Starcoin Group Limited**  
**Yeung Yung**  
*Chairman*

Hong Kong, 27 February 2026

*As at the date of this announcement, the Board comprises, Dr. Yeung Yung (Chairman and executive Director), Mr. Gao Yuan Xing (executive Director), Mr. Tang Rong (executive Director), Ms. Qi Shujuan (executive Director), Dr. Long Fan (executive Director), Dr. Wu Ming (executive Director), Mr. Zhang Shen (executive Director), Mr. Zhang Yi (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Mr. Wang Rongliang (independent non-executive Director) Mr. Chen Jinzhong (independent non-executive Director), Dr. Xia Tingkang, Tim (independent non-executive Director) and Ms. Sun Sizheng (independent non-executive Director).*

*Please also refer to the published version of this announcement on the Company's website: [www.starcoingroup.com](http://www.starcoingroup.com) and [www.irasia.com/listco/hk/starcoingroup](http://www.irasia.com/listco/hk/starcoingroup).*