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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Zhong Ji Longevity Science Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**ZJ**

**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**

*(formerly known as ASIA PACIFIC SILK ROAD INVESTMENT COMPANY LIMITED 亞太絲路投資有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen's Road Central, Hong Kong on Wednesday, 30 June 2021 at 10:30 a.m. is set out on pages 19 to 24 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment hereof should you so wish.

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

28 May 2021

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## CONTENTS

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	<i>Pages</i>
<b>Precautionary Measures for the AGM</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
— Introduction .....	5
— Re-election of Retiring Directors .....	5
— General Mandates to Issue Shares and to Repurchase Shares .....	6
— Refreshment of the Scheme Mandate Limit .....	7
— Annual General Meeting .....	9
— Responsibility Statement .....	10
— Recommendation .....	10
<b>Appendix I — Particulars of Retiring Directors Standing for Re-election</b> .....	11
<b>Appendix II — Explanatory Statement on Repurchase Mandate</b> .....	16
<b>Notice of Annual General Meeting</b> .....	19
<i>Accompanying Document — Form of Proxy</i>	

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## PRECAUTIONARY MEASURES FOR THE AGM

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The health of the Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing novel coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served or arranged to be taken away, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at [pplhk@ppl.com.hk](mailto:pplhk@ppl.com.hk).

If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)  
Tel: (852) 28628555

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Wednesday, 30 June 2021 at 10:30 a.m., the notice of which is set out on pages 19 to 24 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“close associate(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Company”	Zhong Ji Longevity Science Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main Board of the Stock Exchange (Stock code: 767)
“controlling shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of approval of such mandate
“Latest Practicable Date”	25 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

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## DEFINITIONS

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“Option(s)”	the share option(s) granted or to be granted under the Share Option Scheme and any other share option scheme(s) of the Company (if any)
“Participant”	any person being an employee, officer, agent, consultant or representative of the Group, including any executive or non-executive directors of the Group
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
“Scheme Mandate Limit”	the maximum aggregate number of Shares which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme as permitted under the Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the existing share option scheme of the Company adopted at the annual general meeting of the Company held on 12 June 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	the substantial shareholder(s) (as defined in the Listing Rules) of the Company
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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**Zhong Ji Longevity Science Group Limited**

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*(formerly known as ASIA PACIFIC SILK ROAD INVESTMENT COMPANY LIMITED 亞太絲路投資有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

*Executive Directors:*

Mr. Yan Li (*Chairman*)

Mr. Wang Hongxin (*Chief Executive Officer*)

Ms. Cao Xie Qiong

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Non-executive Director:*

Ms. Choi Ngai Wah

*Principal place of business in Hong Kong:*

Suite Nos. 01–03, 19/F., Sino Plaza

255–257 Gloucester Road

Causeway Bay

Hong Kong

*Independent Non-executive Directors:*

Mr. Tam Ho Leung Simon

Ms. Wang Weixia

Mr. Chai Nan

28 May 2021

*To the Shareholders and, for information only,  
the holder of the convertible notes of the Company*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the granting of the General Mandates to the Directors; (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the refreshment of the Scheme Mandate Limit.

### 2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 102(B) of the Bye-laws, Ms. Cao Xie Qiong, Ms. Choi Ngai Wah and Ms. Wang Weixia, being appointed by the Board on 16 December 2020, 31 December 2020 and 16 March 2021 respectively, and Mr. Wang Hongxin, Mr. Tam Ho Leung Simon and Mr. Chai Nan both being appointed by the Board on 1 May 2021, shall hold office until the Annual General Meeting, and shall then be eligible for re-election thereat. All these retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

In considering the re-election of the retiring Directors, the nomination committee of the Board (the “**Nomination Committee**”) took into account the board diversity policy and applied the selection criteria set out in the nomination policy by, inter alia, reviewing the experience and expertise as well as the performance and time commitment of the retiring Directors. With respect to the re-election of Mr. Tam Ho Leung Simon, Ms. Wang Weixia and Mr. Chai Nan, being independent non-executive Directors, the Nomination Committee has also reviewed their independence confirmation made pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules, and considered that all of them are independent.

With the recommendation of the Nomination Committee, the Board was satisfied that Mr. Tam Ho Leung Simon, Ms. Wang Weixia and Mr. Chai Nan have the required integrity, independence and experience to fulfill their role as an independent non-executive Director, and the re-election of Mr. Wang Hongxin, Ms. Cao Xie Qiong, Ms. Choi Ngai Wah, Mr. Tam Ho Leung Simon, Ms. Wang Weixia and Mr. Chai Nan is in the best interests of the Company and the Shareholders as a whole.

Mr. Tam Ho Leung Simon, Ms. Wang Weixia and Mr. Chai Nan abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding their independence and re-election, whereas each of the six retiring Directors abstained from the discussion and voting at the meeting of the Board regarding his/her own re-election.

Brief biographical and other details of the said retiring Directors standing for re-election at the Annual General Meeting, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 19 June 2020, general mandates were granted to the Directors authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at 19 June 2020; (ii) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at 19 June 2020; and (iii) to extend the general mandate to issue Shares by the number of Shares repurchased under the repurchase mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them (i) to exercise all powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting, to extend the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 3,870,102,650 Shares in issue. On 10 May 2021, the Company has entered into a placing agreement with Cornerstone Securities Limited as placing agent (the “**Placing Agent**”), to which the Company conditionally agreed to place, through the Placing Agent on a best effort basis up to 250,000,000 new Shares (the “**Placing Shares**”). On 24 May 2021, the Company and the Placing Agent has agreed to extend the completion date of the Placing to within four (4) Business Days after 7 June 2021 (i.e. 11 June 2021) (the “**Completion Date**”). Subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting and on the basis that the maximum number of Placing Shares are placed on or before the Completion Date with the total number of issued shares increased to 4,120,102,650 and no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 824,020,530 Shares under the Issue Mandate and to repurchase up to a maximum of 412,010,265 Shares under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily.

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## LETTER FROM THE BOARD

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Save as disclosed above, the Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share.

The General Mandates, if approved by the Shareholders at the Annual General Meeting, will continue until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular.

#### 4. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 12 June 2012 (the “**Adoption Date**”). Pursuant to the terms of the Share Option Scheme and the Listing Rules, the Scheme Mandate Limit shall not exceed 10% of the total number of issued Shares as at the Adoption Date and may be refreshed by an ordinary resolution of the Shareholders in general meeting from time to time provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of such Shareholders’ approval of the refreshment of the Scheme Mandate Limit;
- (b) Options previously granted under the Share Option Scheme or any other share option scheme(s) of the Company (including Options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised Options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and
- (c) the aggregate number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of Shares in issue from time to time (the “**30% Overall Limit**”).

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## LETTER FROM THE BOARD

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Save for the Share Option Scheme, there is no other share option scheme adopted by the Company as at the Latest Practicable Date. Also, the Scheme Mandate Limit under the Share Option Scheme as refreshed at the annual general meeting of the Company held on 2 July 2017 (the “**Last Refreshment**”) was 387,010,265 Shares, being 10% of the then total number of issued Shares.

Since the Adoption Date, the Company has granted one lot of Options under the Share Option Scheme. On 31 December 2020, the Company granted a lot of 386,800,000 Options (the “**Granted Options**”), representing approximately 9.995% of the total number of issued Shares as at the Latest Practicable Date. These Granted Option will be exercisable during the period from 31 December 2023 to 30 December 2030. Accordingly, as at the Latest Practicable Date, there were 386,800,000 Options outstanding under the Share Option Scheme and no further Options have been granted.

Since the Granted Options were granted after the date of the Last Refreshment, the Scheme Mandate Limit was reduced to 210,265 Shares, representing approximately 0.005% of the total number of issued Shares as at the Latest Practicable Date.

It is therefore proposed that the Scheme Mandate Limit be refreshed to a number representing 10% of the total number of the issued Shares as at the date of approval of the refreshment of the Scheme Mandate Limit. Based on the 3,870,102,650 Shares in issue as at the Latest Practicable Date and assuming that the maximum number of Placing Shares are placed on or before the Completion Date with the total number of issued shares increased to 4,120,102,650 and no further Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Scheme Mandate Limit will be refreshed to 412,010,265 Shares upon the passing of the ordinary resolution approving the said refreshment and accordingly, the Company will be allowed to grant Options entitling holders thereof to subscribe for a maximum of 412,010,265 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date. According to the Share Option Scheme, the eligibility of the Participants is determined by the Board, in which the Board may grant to any Participant, in its absolute discretion, has made valuable contribution to the business of the Group. For the factors considered when determining the granting of share options for the relevant class of Participants, the Board will consider and select Participants who had assisted in the process of maximising revenue or contributed to the sustainable growth of the Group and also whether the grant of share options would be in the interests of the Company and the Shareholders as a whole.

To the extent that there are any unutilised Options under the Scheme Mandate Limit as refreshed by the Shareholders on 2 July 2017, all such unutilised Options will be considered as lapsed upon the approval of the refreshment of the Scheme Mandate Limit at the Annual General Meeting and the Company will not be allowed to grant any further Options pursuant thereto. No Options may be granted if it would result in the number of Shares which may be issued upon exercise of all outstanding Options under all the share option scheme(s) of the Company exceeding the 30% Overall Limit from time to time.

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## LETTER FROM THE BOARD

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As required by the Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the refreshment of the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme or any other share option scheme(s) of the Company is equivalent to 10% of the total number of Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit by the Shareholders. The Company does not have any immediate plan or intention to grant options under the Share Option Scheme after obtaining the Shareholders' approval for the proposed refreshment at this stage.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of Options granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of Options to be granted under the Scheme Mandate Limit as refreshed.

### 5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 19 to 24 of this circular at which resolutions will be proposed to approve, *inter alia*, the re-election of the retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate and the refreshment of the Scheme Mandate Limit.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-laws, any vote of the Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the Annual General Meeting will therefore put all resolutions to be proposed at the Annual General Meeting to be voted by way of poll. An announcement on the results of the votes by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on any resolutions to be approved at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-laws.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the granting of the General Mandates, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate and the refreshment of the Scheme Mandate Limit are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**Zhong Ji Longevity Science Group Limited**  
**Yan Li**  
*Chairman*

The biographical and other details of retiring Directors standing for re-election at the Annual General Meeting are set out below:

### EXECUTIVE DIRECTORS

Mr. Wang Hongxin (“**Mr. Wang**”), aged 57, obtained a master’s degree in business administration from Guanghai School of Management, Peking University. Mr. Wang was an executive director, the managing director and the chairman of the executive committee of the board of directors of, and held other positions in, China Chengtong Development Group Limited, a company listed on the Hong Kong Stock Exchange (stock code: 00217.HK), from March 2005 to June 2017. Prior to this, he was a director, the deputy general manager and secretary to the board of directors of, and held other positions in, Maoming Yongye (Group) Co. Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000861.SZ) and worked as an assistant to general manager of China National Materials Development and Investment Corporation in the PRC. In July 2017, he was the general manager of 珠海雲康同盛基金管理有限公司 and participated in the investment, operation and management of almost 30 medical and healthcare service projects. He was the general manager of Dali Pharmaceutical Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603963.SH), from July 2020 to April 2021. Mr. Wang has over 20 years of experience in the corporate management and capital operation of listed companies in Hong Kong and China.

As at the Latest Practicable Date, Mr. Wang has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rule) on the Stock Exchange of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter entered into by the Company and Mr. Wang, Mr. Wang is not appointed for any specific or proposed term of service, but is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$100,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Wang as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Cao Xie Qiong (“**Ms. Cao Xie**”), aged 52, joined the Company as an executive Director in December 2020. Ms. Cao Xie holds a Master of Business Administration from the Business School of The Hong Kong University of Science and Technology and is an honorary professor of the College of Business & Public Management of Wenzhou-Kean University. She is a founding member of Hong Kong Professionals and Senior Executives Association and a member of the Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference. She was a tourism ambassador for Zhejiang Province, a tourism spokesperson of Anhui Province, an overseas promotion ambassador for the Expo in Shanghai, a host at TVB in Hong Kong as well as a film and TV producer. She invested in the food and beverage industry in 2011 and was the brand director and group vice president of two listed companies. She entered the advanced biomedical technology sector in 2017 and is currently the executive chairperson of the Weissman Cancer Prevention Foundation.

As at the Latest Practicable Date, Ms. Cao Xie has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter between the Company and Ms. Cao Xie, Ms. Cao Xie was not appointed for a specific or proposed term, and her appointment is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Ms. Cao Xie is entitled to receive a director’s fee of HK\$50,000 per month, which is determined by the remuneration committee of the Company, and is subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Cao Xie as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

#### **NON-EXECUTIVE DIRECTOR**

Ms. Choi Ngai Wah (“**Ms. Choi**”), aged 63, joined the Company as a non-executive Director in December 2020. She is currently the director of Intretech (HK) Co., Limited, the chairperson and chief executive officer of Overseas Chinese Leaders Union, the chief executive officer (Hong Kong) of Asia Fortune Forum, the chairperson of the Hong Kong charitable foundation of the China Foundation of Culture and Arts for Children, the executive chairperson of Hong Kong Chinese Industry & Commerce Association, the chief executive officer of China One Country Two Systems for Promoting Peaceful Reunification

Council, the chairperson of Minnan Normal University Alumni Association (GHM), vice chairperson of the Hong Kong General Store and Retail Industry Association and the deputy director of Blue Valley Research Institute.

As at the Latest Practicable Date, Ms. Choi has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules on the Stock Exchange) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Ms. Choi has entered into an appointment letter with the Company with an initial term of two years, which is automatically renewable for successive terms of two years upon the expiry of the then current term. Ms. Choi is subject to retirement by rotation and re-election at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. She is entitled to receive a director's fee of HK\$20,000 per month, which is determined by the Board, and is subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and the time she spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Choi as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

Mr. Tam Ho Leung Simon (“**Mr. Tam**”), aged 48, graduated from The Australian National University with an undergraduate degree in Commerce. He was later admitted as an associate member of CPA Australia and a fellow of The Taxation Institute of Hong Kong and obtained the professional qualification of Chartered Tax Adviser in Hong Kong. Mr. Tam, who works in Hong Kong and China, has over twenty years of experience in providing financial and tax consultations for clients in Hong Kong and China. Mr. Tam has been the person in charge of the Transaction & Consultancy Services Division of ST Lo & Co. in Hong Kong since 2010.

As at the Latest Practicable Date, Mr. Tam has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Tam has entered into an appointment letter with the Company with an initial term of two years from 1 May 2021, which is automatically renewable for successive terms of two years upon the expiry of the then current term. Mr. Tam is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director's fee of HK\$20,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Tam as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Wang Weixia ("**Ms. Wang**"), aged 40, graduated from Qingdao Agricultural University with a degree in accounting in 2004 and joined the legal profession in 2006. She is a partner of Guangdong Zhuojian Law Firm since 2013. She is an independent director of Guizhou Dongfeng Antimony Industry Co., Ltd. (貴州東峰銻業股份有限公司) since 2015, an independent director of Shenzhen L&A Design Co., Ltd. (深圳奧雅設計股份有限公司), a company listed on ChiNext Market of Shenzhen Stock Exchange (stock code: 300949) since January 2016 and was an independent director of Guangzhou Anbiping Pharmaceutical Technology Co., Ltd. (廣州安必平醫藥科技股份有限公司), a company listed on the Sci-Tech innovation board of Shanghai Stock Exchange (stock code: 688393) from 2015 to 2020. Ms. Wang has been engaged in corporate counseling, corporate governance, private equity investment funds, corporate investment and financing, mergers and acquisitions and other legal practices for many years with extensive experience in non-litigation and litigation legal practices.

As at the Latest Practicable Date, Ms. Wang has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) save for disclosed above, does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Ms. Wang has entered into an appointment letter with the Company with an initial term of two years from 16 March 2021, which is automatically renewable for successive terms of two years upon the expiry of the then current term. Ms. Wang is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. She is entitled to receive a director's fee of HK\$20,000 per month, which is determined by the remuneration committee

of the Company and the Board, and is subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and the time she spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Ms. Wang as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Chai Nan (“**Mr. Chai**”), aged 37, holds master degrees in Physics and in Financial Math and Statistics from The Hong Kong University of Science and Technology. Mr. Chai was an executive director of KSL Holdings Limited (currently China All Nation International Holdings Group Limited), the securities of which are listed on GEM of the Stock Exchange (stock code: 8170), from April 2016 to January 2017. Mr. Chai worked for prominent China-based and regional investment banks and has extensive experience in investment, private equity, corporate finance and capital markets.

As at the Latest Practicable Date, Mr. Chai has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) save for disclosed above, does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Chai has entered into an appointment letter with the Company with an initial term of two years from 1 May 2021, which is automatically renewable for successive terms of two years upon the expiry of the then current term. Mr. Chai is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Chai as a Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to the Shareholders with regard to the Repurchase Mandate.

### **1. SHAREHOLDERS' APPROVAL**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange provided that the shares proposed to be repurchased must be fully paid-up and all repurchases of shares must be approved in advance by an ordinary resolution of the shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchase.

### **2. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 3,870,102,650 Shares in issue. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the Annual General Meeting and on the basis that the maximum number of Placing Shares are placed on or before the Completion Date with the total number of issued shares increased to 4,120,102,650 and no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 412,010,265 Shares, representing 10% of the total number of issued Shares as at the date of the passing of such resolution, under the Repurchase Mandate.

### **3. REASONS FOR THE REPURCHASES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF REPURCHASES**

In repurchasing of Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

As compared to the financial position of the Company as at 31 December 2020 (being the date of the Company's latest published audited accounts), the Directors consider that the repurchases of Shares will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise all powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**8. EFFECTS OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Ms. Jia Rutong is beneficially interested in 959,503,068 Shares, representing approximately 24.79% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full (assuming the shareholding remains the same as at the Latest Practicable Date), the total interests of Ms. Jia Rutong in the Company would increase to approximately 27.55% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of Ms. Jia Rutong will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will give rise to a mandatory offer obligation under Rules 26 and 32 of the Takeovers Code if the Share Repurchase Mandate is approved at the Annual General Meeting.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
May	0.147	0.077
June	0.095	0.068
July	0.075	0.067
August	0.070	0.055
September	0.148	0.060
October	0.203	0.103
November	0.440	0.190
December	0.415	0.270
<b>2021</b>		
January	0.950	0.410
February	0.930	0.760
March	0.880	0.720
April	0.760	0.530
May (up to and including the Latest Practicable Date)	0.790	0.710

ZJ

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**

*(formerly known as ASIA PACIFIC SILK ROAD INVESTMENT COMPANY LIMITED 亞太絲路投資有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Zhong Ji Longevity Science Group Limited (the “**Company**”) will be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Wednesday, 30 June 2021 at 10:30 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2020.
2. (A) To re-elect the following retiring directors of the Company:
  - (i) Mr. Wang Hongxin as a director of the Company;
  - (ii) Ms. Cao Xie Qiong as a director of the Company;
  - (iii) Ms. Choi Ngai Wah as a director of the Company;
  - (iv) Mr. Tam Ho Leung Simon as a director of the Company;
  - (v) Ms. Wang Weixia as a director of the Company; and
  - (vi) Mr. Chai Nan as a director of the Company.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the ensuing year.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To re-appoint Zenith CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

(A) “**THAT**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares of the Company under any share option scheme of the Company or similar arrangements for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out in the notice convening this Meeting being passed, the number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the resolution numbered 4(B) above shall be added to the number of the shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this Meeting.

(D) “Subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of the Company, representing 10 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, which may fall to be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 12 June 2012 (the “**Share Option Scheme**”) and any other scheme(s) of the Company:

- (i) **THAT** approval be and is hereby granted for the refreshment of the scheme mandate limit under the Share Option Scheme and any other scheme(s) of the Company provided that the total number of shares of the Company which may be allotted and issued upon the exercise of the options granted under the Share Option Scheme and any other scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other scheme(s) of the Company) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of the passing of this resolution (the “**Refreshed Mandate Limit**”); and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) **THAT** the Directors be and are hereby authorised, from time to time, to (a) grant options under the Share Option Scheme and any other scheme(s) of the Company up to the Refreshed Mandate Limit in accordance with the Share Option Scheme and the Listing Rules; (b) exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options granted under the Share Option Scheme and any other scheme(s) of the Company within the Refreshed Mandate Limit; and (c) do such acts and execute such documents for or incidental to such purpose.”

By order of the Board  
**Zhong Ji Longevity Science Group Limited**  
**Yan Li**  
*Chairman*

Hong Kong, 28 May 2021

*Registered office:*  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton, HM 10  
Bermuda

*Principal place of business in Hong Kong:*  
Suite Nos. 01–03, 19/F., Sino Plaza  
255–257 Gloucester Road  
Causeway Bay  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent(s) as such shareholder of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company (the “**Register of Members**”) in respect of the joint holding.
6. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the Meeting, the Register of Members will be closed from Friday, 25 June 2021 to Wednesday, 30 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at the abovementioned address for registration by no later than 4:30 p.m. on Thursday, 24 June 2021.

As at the date of this notice, the Directors are as follows:

*Executive Directors:*

Mr. Yan Li (*Chairman*)  
Mr. Wang Hongxin (*Chief Executive Officer*)  
Ms. Cao Xie Qiong

*Independent Non-Executive Directors:*

Mr. Tam Ho Leung Simon  
Ms. Wang Weixia  
Mr. Chai Nan

*Non-Executive Director:*

Ms. Choi Ngai Wah

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