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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

(Incorporated in Bermuda with limited liability)

(Stock Code: 767)

**CONNECTED TRANSACTION
NOT PREVIOUSLY DISCLOSED
BREACH OF LISTING RULES**

Reference is made to the announcement of Zhong Ji Longevity Science Group Limited (the “**Company**”) dated 20 April 2023 and 2 May 2023 in relation to the placing of new shares under general mandate and the completion of the placing (the “**Placing**”). Following completion of the Placing on 2 May 2023, it has been discovered that Ms. Choi Ngai Wah (“**Ms. Choi**”) who acted as non-executive director of the Company for the period from 31 December 2020 and 3 August 2022 is the beneficial owner of the entire issued capital of a corporate placee under the name of OKU Energy Limited in the Placing. The said corporate placee has subscribed 1,000,000 shares of the Company under the Placing, representing 0.02% of the Company’s issued shares immediately before and after the Placing.

LISTING RULES IMPLICATIONS ON THE DISCOVERY AND BREACH OF THE LISTING RULES

As Ms. Choi was a director of the Company within 12 months of the Placing, she is a connected person of the Company under Rule 14A.07(2) of The Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) and the placing of the shares of the Company to the company wholly owned by Ms. Choi constitutes a connected transaction under Rule 14A.23 of the Listing Rules and the transaction shall be subject to the reporting, announcement, circular, independent financial advice and shareholders’ approval requirements under Chapter 14A of the Listing Rules. As the Company has not complied with the requirements nor has it obtained a waiver thereof, it commits a breach of the Listing Rules.

REASONS FOR FAILURE TO IDENTIFY THE CONNECTED TRANSACTION

The Company did review the placee list supplied by the Placing agent in the Placing in carrying out independency check but failed to recognize the corporate placee under the name of OKU Energy Limited is wholly owned by Ms. Choi but relied on the Placing agent to establish the independency of the placees in the Placing.

REMEDIAL ACTIONS TO BE TAKEN BY THE COMPANY

The Directors consider that the failure to comply with the Listing Rules as abovementioned was due to inadvertence. The Company takes the incident seriously and has taken the following remedial measures to strengthen its internal control to avoid similar occurrence in future fund raising exercises:

- (i) The Company will prepare an update from time to time as appropriate a “connected persons” list which will include ex-director(s) who resign(s) within 12 months before the relevant transaction for the purpose.
- (ii) The Company will require supply of particulars of shareholders (including ultimate beneficial owner) and directors by any corporation which proposes to make investments in the relevant fund raising exercise and will decline or refuse the investment if the Company has doubt on the information supply or the corporation fails to supply further information to identify its ultimate beneficial owner.

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

Hong Kong, 21 August 2023

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

Executive Directors

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

Independent Non-executive Directors

Mr. Lee See Barry
Mr. Wang Ning
Prof. Huang Cibo

Non-executive Directors

Dr. He Yiwu
Mr. Lyu Changshang

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