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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)

VOLUNTARY ANNOUNCEMENT

FORMATION OF A JOINT VENTURE

This announcement is made by Zhong Ji Longevity Science Group Limited (the “**Company**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on 18 April 2024 (after trading hours), Shenzhen Zhong Ji Health Science Company Limited* (深圳市中基健康科學有限公司) (“**Zhong Ji Health**”, a wholly-owned subsidiary of the Company) and Sichuan Zhongji Guande Biotechnology Co., Ltd.* (四川中基冠德生物科技股份有限公司) (“**Zhongji Guande**”, an indirect non wholly-owned subsidiary of the Company) entered into a joint venture agreement (the “**JV Agreement**”) with Sichuan Zhongnongyun Qihang Data Technology Group Co., Ltd.* (四川中農雲起航數據科技集團有限公司) (“**Zhongnongyun**”) in relation to the establishment of a joint venture (the “**Joint Venture**”) in the People’s Republic of China (the “**PRC**”), which, upon establishment, will be owned by Zhongji Guande as to 51%, Zhong Ji Health as to 25% and Zhongnongyun as to 24%. The Joint Venture will be principally engaged in the development of a new approach A+ in minimally invasive technology for clinical management of hypertension and diabetes mellitus in the PRC, the application of interstitial technology, and the trading of related biological products.

The Joint Venture will have an initial registered capital of RMB2,000,000, which will be contributed by Zhongji Guande, Zhong Ji Health and Zhongnongyun in proportion to their respective interest in the Joint Venture. The capital contribution will be mainly used as working capital of the Joint Venture. The Group will finance its capital commitment from its internal resources.

INFORMATION ON THE PARTIES TO THE JV AGREEMENT

The Company is a company incorporated in Bermuda with limited liability and is an investment holding company, through its subsidiaries, principally engaged in the business of longevity science business, money lending, financial and investment advisory, as well as securities, property and investments. Zhong Ji Health is a company established in the PRC with limited liability, principally engaged in the provision of health consulting service and medical product trading. Zhongji Guande is owned as to 51% by Zhong Ji Health and a company established in the PRC with limited liability, principally engaged in the business of trading biopharmaceutical products.

Zhongnongyun is a company established in the PRC with limited liability and is the holding company of Lantian Investment Corporation, a wholly-owned subsidiary of the Ministry of Agriculture and Rural Affairs of the People's Republic of China, with a registered capital of RMB50 million. It is a diversified large-scale state-owned enterprise, with business scope covering: village revitalisation, forestry carbon sequestration, water conservancy and hydroelectricity, emergency response, urban renewal, cultural tourism and recreational and healthcare, healthcare investment, and industrial investment, etc.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Zhongnongyun and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") of the Company as at the date of this announcement.

BENEFITS OF AND REASONS FOR ENTERING INTO THE JV AGREEMENT

The Group is engaged in the provision of health consulting service and medical product trading through its subsidiary, namely Zhong Ji Health, while Zhongji Guande is engaged in the business of trading biopharmaceutical products. The Board believes that the longevity biological products and biotechnology market has favourable development prospects. The formation of the Joint Venture is in line with the Group's business development strategies and plans, which will be conducive to the future business development of the Group. The Board believes that the JV Agreement will further improve the Group's presence in longevity science, provide the Group with a good opportunity to expand its business scope into biotechnology business by focusing on its principal business of "longevity biological products and longevity management", strengthen and refine its industry and product chains, as well as explore new revenue stream for the Company with a view to bringing stable and sustainable growth in revenue to the Group in the long run.

The terms of the JV Agreement were negotiated between the parties thereto after arm's length negotiations. In light of the above, the Board is of the view that the terms of the JV Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 18 April 2024

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 Changsheng

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

* *For identification purpose only*