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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
MEMORANDUM OF UNDERSTANDING**

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that on 18 August 2021 (after trading hours), the Company entered into a memorandum of understanding (the “**MOU**”) with all shareholders of Zhejiang Aiminde Biological Technology Co., Ltd.* (浙江艾明德生物科技有限公司) (the “**Target Company**”) (including Zhuoxin Investment Holdings (Shenzhen) Limited* (卓信投資控股(深圳)有限公司), Zhu Yan, Zhu Xia, etc., collectively, the “**Vendor**”), pursuant to which the Company intends to make an offer to all shareholders of the Target Company to acquire 51% or more of their shareholding in the Target Company (the “**Potential Acquisition**”).

Parties

- (i) The Company; and
- (ii) All shareholders of Zhejiang Aiminde Biological Technology Co., Ltd.* (浙江艾明德生物科技有限公司) (including Zhuoxin Investment Holdings (Shenzhen) Limited* (卓信投資控股(深圳)有限公司), Zhu Yan, Zhu Xia, etc.).

EXCLUSIVITY PERIOD

Within 90 days after the date of execution of the MOU or such other date as agreed by both parties (the “**Exclusivity Period**”), the Vendor shall not make any arrangement or enter into any agreement with a third party in relation to the Potential Acquisition or transactions or cooperation of related nature.

DUE DILIGENCE

During the Exclusivity Period, the Company or its engaged accountants, lawyers and other professional bodies will conduct due diligence on the Target Company in respect of the Potential Acquisition, and the Vendor agrees to cooperate fully with the due diligence.

TERMINATION

If, upon expiry of the Exclusivity Period, both parties are unable to enter into a formal agreement due to force majeure or other reasons, both parties may negotiate an extension for entering into the formal agreement; or may choose to terminate and waive the obligations under the MOU.

INFORMATION ABOUT THE TARGET COMPANY

The Target Company is a company incorporated in the PRC with limited liability in 2017. It is a high-technology enterprise integrated with and dedicated to research and development, production and sales of in vitro diagnostic reagents and devices, optical microstructure devices and technologies in electro-optical engineering.

According to the information provided by the Vendor, the actual sales revenue of the Target Company in 2020 was RMB650 million. On 1 April 2021, it entered into an order of US\$108 million with Elkay Plastics Co. Inc (as the purchaser) through the purchaser’s agent, The Medical Supply Company of Switzerland (MSCS).

To the best of the Directors’ knowledge and belief, having made all reasonable enquiries, the Vendor and the Target Company are both third parties independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

REASONS FOR AND BENEFITS OF THE POTENTIAL ACQUISITION

The Board believes that the Potential Acquisition will further improve the Group's global layout in the field of longevity science and further enhance the Group's leading position in the field of longevity medical science, which will bring stable and sustainable revenue growth to the Group in the long run.

Shareholders and potential investors of the Company should note that the Potential Acquisition may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 18 August 2021

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

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

Dr. He Yiwu

Ms. Choi Ngai Wah

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

* *For identification purposes only*