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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)

INSIDE INFORMATION

**TERMINATION OF DISCLOSEABLE TRANSACTION
IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED
SHARE CAPITAL OF THE TARGET COMPANY**

This announcement is made by Zhong Ji Longevity Science Group Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 12 August 2021 in relation to the acquisition of the entire issued share capital of the Target Company involving the issue of Consideration Shares under the General Mandate (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

As disclosed in the Announcement, if for any reason the conditions precedent of the Agreement are not fulfilled within one month from the date of the Agreement, the Agreement and the Share Transfer referred to therein shall terminate, unless the parties sign a separate supplemental agreement.

Although the conditions precedent of the Agreement had not been fulfilled within one month from the date of the Agreement and no supplemental agreement had been entered into, the parties had been negotiating in good faith and due diligence on the Target Group had been ongoing. As the results of the due diligence were not to the satisfaction of the Purchaser (which is one of the conditions precedent of the Agreement), the Company decided not to proceed with the Share Transfer and served a notice to the Vendor and the Guarantor on 28 January 2022 to terminate the Agreement with immediate effect in accordance with the terms thereof.

The Directors believe that the termination of the Agreement has no material adverse impact on the financial position and operations of the Group. The Company may consider other investment opportunities taking into account the future development of the Group and the market conditions. The Company will keep the market updated by way of announcement in compliance with the requirements of the Listing Rules as and when appropriate.

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

Hong Kong, 28 January 2022

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

Executive Directors

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

Independent non-executive Directors

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

Non-executive Directors

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.