



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 August 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Zhong Ji Longevity Science Group Limited

Date Submitted: 04 September 2023

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00767	Description	Ordinary shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		400,000,000,000	HKD	0.001	HKD	400,000,000
Increase / decrease (-)		-360,000,000,000			HKD	0
Balance at close of the month		40,000,000,000	HKD	0.01	HKD	400,000,000

Total authorised/registered share capital at the end of the month: HKD 400,000,000

Remarks:

Share Consolidation of every 10 issued and unissued Existing Shares into 1 Consolidated Share became effective from 2 August 2023. For details, please refer to the Company's circular dated 14 July 2023 and announcements dated 31 July 2023.

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00767	Description	Ordinary Shares			
Balance at close of preceding month		4,554,412,915				
Increase / decrease (-)		-4,098,971,624				
Balance at close of the month		455,441,291				

Remarks:

Share Consolidation of every 10 issued and unissued Existing Shares into 1 Consolidated Share became effective from 2 August 2023. For details, please refer to the Company's circular dated 14 July 2023 and announcements dated 31 July 2023.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00767					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share options granted on 31/12/2020 under the share option scheme adopted on 12/06/2012	38,680,000	Others	-34,812,000	3,868,000		3,868,000	38,701,026
		Share consolidation					
General Meeting approval date (if applicable)	12 June 2012						

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

In accordance with the share option scheme adopted on 12 June 2012, the exercise price and the number of shares to be issued upon exercise of the outstanding share options have been adjusted from HK\$0.4 to HK\$4 and adjusted from 38,680,000 to 3,868,000 respectively, upon share consolidation effective from 2 August 2023.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00767					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Notes issued on 20 October 2015 in the principal amount of HK\$2,400,000,000	HKD	2,182,400,000			2,182,400,000	0	1,091,200,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.2					
General Meeting approval date (if applicable)	27 July 2017						

Total C (Ordinary shares): 0

Remarks:

The terms of the Convertible Notes have been amended pursuant to the modification deed dated 27 August 2016 (as amended and supplemented by the supplemental deed dated 4 October 2016 and the second supplemental deed dated 7 June 2017) (the "Amendment"). The Amendment was approved by the independent shareholders of the Company at the special general meeting of the Company held on 27 July 2017. On 20 April 2020, the maturity date of the Convertible Notes was automatically extended to 20 April 2024.

Upon the Share Consolidation effective from 2 August 2023, the conversion price, HK\$0.2 per Existing Share on exercise of the conversion right under the Convertible Notes, have been adjusted to HK\$2 per Consolidated Share. With reference to the total outstanding amount of the Convertible Notes of HK\$2,182,400,000, the maximum number of Shares that will be issued upon conversion of all the outstanding Convertible Notes at the conversion price of HK\$0.2 per Existing Share and the adjusted conversion price of HK\$2 per Consolidated Share is 10,912,000,000 Existing Shares and 1,091,200,000 Consolidated Shares respectively, upon share consolidation effective from 2 August 2023.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00767				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify)			02 August 2023	31 July 2023	-4,098,971,624	
Share Consolidation						

Total E (Ordinary shares): -4,098,971,624

Remarks:

Share Consolidation of every 10 issued and unissued Existing Shares into 1 Consolidated Share became effective from 2 August 2023. For details, please refer to the Company's circular dated 14 July 2023 and announcements dated 31 July 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -4,098,971,624

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Yeung Yuk Hong

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"