

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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**

*(formerly known as ASIA PACIFIC SILK ROAD INVESTMENT COMPANY LIMITED 亞太絲路投資有限公司)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 767)**

**(1) ADOPTION OF SHARE AWARD SCHEME  
AND  
(2) ESTABLISHMENT OF A SHARE AWARD COMMITTEE**

**ADOPTION OF SHARE AWARD SCHEME**

The Board is pleased to announce that on 18 May 2021, it has resolved the adoption of the Scheme. The purpose of the Scheme is to recognize the contributions by certain Participants (other than Excluded Persons) to the development and growth of the Group and to provide them with incentives in order to retain them for the continual operation and development and to attract suitable personnel for further development of the Group.

**ESTABLISHMENT OF SHARE AWARD COMMITTEE**

To ensure the proper administration of the Scheme, the Board on 20 May 2021 has resolved to establish a share award committee of the Board (the “**Share Award Committee**”) in accordance with the bye-laws of the Company.

**LISTING RULES IMPLICATIONS**

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No Shareholders’ approval is required for the adoption of the Scheme.

None of the Selected Participants shall be a connected person of the Company and the Company has no intention to grant any Restricted Shares to any connected persons of the Company.

## **ADOPTION OF THE SHARE AWARD SCHEME**

The Board is pleased to announce that it has approved the adoption of the Scheme with effect from 18 May 2021. A summary of the principal terms of the Scheme is set out in this announcement.

### **Purpose and Objective**

The purpose and the objective of the Scheme are to recognise the contributions by the certain Participants to the development and growth of the Group and to provide them with incentives in order to retain them for the continual operation and development and to attract suitable personnel for further development of the Group.

### **Administration**

The Scheme shall be subject to the administration of the Board and the Trustee in accordance with the Scheme Rule and the Trust Deed. The Trustee shall hold the Trust Fund in accordance with the terms of the Trust Deed. The Board may authorize committees to be responsible for the administration of the Scheme according to the Scheme Rules. The decision of the Board with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding.

### **Duration and Termination**

Subject to any early termination as may be determined by the Board pursuant to the rules of the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date (the “**Trust Period**”).

Upon termination of the Scheme, no further grant of Award may be made under the Scheme and all the Restricted Shares granted under the Scheme shall continue to be held by the Trustee and become vested in the Selected Participants according to the conditions of the Awards. Upon expiration of the Trust Period, all Shares (except for any Restricted Shares subject to vesting on the Selected Participants) remaining in the Trust Fund shall be sold by the Trustee and all net proceeds (after deducting the relevant expenses) will be remitted to the Company.

### **Scheme Limit**

The Board shall not make any further Award which will result in the aggregated number of Restricted Shares granted pursuant to the Scheme (excluding Restricted Shares that have been forfeited in accordance with the Scheme) exceeding 10% of the issued share capital of the Company as at the Adoption Date. For the avoidance of doubt, such maximum number is not a limit set for yearly basis but the maximum number of the Shares that may be awarded throughout the Trust Period.

Any Award lapsed or forfeited in accordance with the terms of the Scheme shall not vest on the relevant Vesting Date and would be used for further Awards subject to relevant terms of the Scheme and compliance with the Listing Rules and all applicable laws.

The maximum number of Shares which may be awarded to a Selected Participant under the Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date.

## **Operation of the Scheme**

### ***Source of Restricted Shares***

According to the Scheme, any Restricted Shares shall be new Shares to be allotted and issued to the Trustee (which will hold the same on behalf of the Selected Participant(s)) by the Company pursuant to the general mandate granted by the Shareholders at the annual general meeting of the Company from time to time.

Subject to the rules of the Scheme, in the event that any Restricted Shares are to be allotted and issued as new Shares under the general mandate, the Company shall comply with the relevant Listing Rules when allotting and issuing any new Shares under general mandate and application shall be made to the Stock Exchange for the granting of the listing of, and permission to deal in the new Shares to be issued at the time of offering the Shares.

### ***Granting of Award***

The Share Award Committee (and/or the Trustee pursuant to its powers under the Trust Deed) is authorized by the Board, from time to time, at its absolute discretion select any Participant (excluding any Excluded Person) as a Selected Participant pursuant to the Scheme. In respect of each proposed Award, the Share Award Committee will consider, amongst others, the number of Restricted Shares, the vesting period and conditions for vesting.

### ***Source of Restricted Shares***

The Company may from time to time, allot and issue new Shares in the share capital of the Company to the Trustee as directed by the Board and/or Share Award Committee, which shall constitute part of the Trust Fund, for the grant of Restricted Shares to Selected Participant(s) as set out in the rules of the Scheme and the Trust Deed.

The Trustee shall keep the Board and the Share Award Committee informed from time to time of the number of Shares held by the Trustee. The Shares so held and any balance of the funds after completion shall form part of the Trust Fund. The Trustee shall hold such Trust Fund and any income, cash, dividends, distributions and/or proceeds arising therefrom in accordance with the rules of the Scheme and the terms of the Trust Deed.

### ***Voting rights***

The Trustee shall not exert any power in respect of the voting rights (if any) attached to the Shares held under the Trust (including but not limited to the Restricted Shares, the Returned Shares, any bonus Shares and scrip Shares).

### ***Vesting of Restricted Shares***

In relation to a Selected Participant, subject to the fulfilment of all vesting conditions (if any) to the vesting of the Restricted Shares on such Selected Participant, the Restricted Shares held by the Trustee on behalf of the Selected Participant shall vest in such Selected Participant pursuant to the rules of the Scheme. The Board shall have absolute discretion to waive the fulfilment of any vesting condition.

Any Restricted Shares granted under the Scheme but not yet vested shall be personal to the Selected Participant to whom it is made and shall not be assignable or transferrable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

### ***Lapse of Award***

In the event that prior to or on the Vesting Date, a Selected Participant is found to be an Excluded Person or is deemed to cease to be an Eligible Person or any event of lapse is applicable to such Selected Participant pursuant to the rules of the Scheme, the relevant Award made to such Selected Participant shall automatically lapse and the relevant Restricted Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund and would be used for further Awards subject to relevant terms of the Scheme and compliance with the Listing Rules and all applicable laws.

### ***Restriction***

The Board or Share Award Committee may not grant any Award to any Selected Participants in any of the following circumstances under the Scheme (a) where any requisite approval from any applicable regulatory authorities has not been granted; (b) where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award of the Scheme, unless the Board determines otherwise; (c) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction; (d) where such grant of Award would result in a breach of the Scheme Limit as set out in the Scheme; (e) where any Director is in the possession of unpublished inside information in relation to the Group or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations.

## **ESTABLISHMENT OF THE SHARE AWARD COMMITTEE**

To ensure the proper administration of the Scheme, the Board on 20 May 2021 has resolved to establish a share award committee (the “**Share Award Committee**”) in accordance with the bye-laws of the Company.

The Share Award Committee is mainly responsible for operating the Company’s adopted share award scheme, including approving and informing the Board the amount of grants to the participants in accordance with the rules of the relevant share award schemes; liaise with the trustee appointed by the Company in relation to the administration of such schemes; revise, finalise, execute and/or issue all necessary documents, and/or take any and all such further actions to give effect to any share award schemes as approved by the Board.

The members of the Share Award Committee are Mr. Tam Ho Leung Simon, Ms. Wang Weixia, Mr. Chai Nan and Mr. Yan Li has been appointed as the chairman of the Share Award Committee. The terms of reference of the Share Award Committee will be posted on the website of the Company.

## **LISTING RULES IMPLICATIONS**

The Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules. No Shareholders’ approval is required for the adoption of the Scheme. As at the date of this announcement, no Award has been granted under the Scheme. Further announcement will be made by the Company upon the proposed grant of the Restricted Shares when and where necessary in compliance with applicable rules.

None of the selected Participants shall be a connected person of the Company and the Company has no intention to grant any Restricted Shares to any connected persons of the Company.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings, unless the context requires otherwise.

“Adoption Date”	18 May 2021
“Award(s)”	award of the Restricted Shares by the Board to the Selected Participant(s) pursuant to the Scheme
“Board”	the board of Directors of the Company
“Company”	Zhong Ji Longevity Science Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 767)

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Excluded Person(s)”	any Participant who is resident in a place where the Award and/or the vesting and transfer of the Shares pursuant to the terms of the Scheme is not permitted under the laws and regulations of such place or where in the view of the Share Award Committee or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such Participant
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Participant(s)”	Any person, being a consultant, advisor, distributor, contractor, customer, supplier, agent or service provider of any member of the Group
“Residual Cash”	being cash remaining in the Trust Fund
“Restricted Share(s)”	the Shares granted to a Selected Participant in an Award
“Scheme”	the share award scheme of the Company adopted by the Board with effect from the Adoption Date, as amended and supplemented from time to time
“Selected Participant(s)”	Participant(s) selected by the Board for participation in the Scheme
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed

“Trust Deed”	the trust deed dated 20 May 2021 entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) for the operation and administration of the Scheme
“Trust Fund”	all the property (including Shares, cash and non-cash income) from time to time held or deemed to be held upon Trust contributed by the Company or any other person
“Trustee”	such independent trustee as shall from time to time be appointed by the Company for the administration of the Shares and other trust fund to be held by the Trustee for the implementation of the Scheme pursuant to and in accordance with the terms of the Trust Deed
“Vesting Date”	in respect of a Selected Participant, the date on which his/her entitlement to the Restricted Shares is vested in such Selected Participant in accordance with the Scheme
“%”	per cent

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

Hong Kong, 20 May 2021

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

*Executive Directors:*

Mr. Yan Li (*Chairman*)  
 Mr. Wang Hongxin (*Chief Executive Officer*)  
 Mr. Yeung Siu Keung  
 Ms. Cao Xie Qiong

*Independent Non-Executive Directors:*

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

*Non-Executive Director:*

Ms. Choi Ngai Wah

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