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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhong Ji Longevity Science Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Friday, 29 July 2022 at 10:30 a.m. is set out on pages 33 to 38 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment hereof should you so wish.

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

28 June 2022

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PRECAUTIONARY MEASURES FOR THE AGM

The health of the Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the ongoing novel coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served or arranged to be taken away, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at ir@zhongji.com.hk.

If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Tel: (852) 28628555

Online Enquiries: www.computershare.com/hk/en/online_feedback

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Adoption Date”	the date on which the New Share Option Scheme is conditionally adopted by an ordinary resolution of the Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Friday, 29 July 2022 at 10:30 a.m., the notice of which is set out on pages 33 to 38 of this circular, or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended from time to time
“close associate(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Company”	Zhong Ji Longevity Science Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 767)
“controlling shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Group); and any business or joint venture partners, contractors, agents or representatives, consultants, advisers or customers of the Group
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 12 June 2012
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of approval of such mandate
“Latest Practicable Date”	24 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“New Share Option Scheme”	the new share option scheme proposed to be conditionally adopted by the Company at the Annual General Meeting, a summary of its principal terms is set out in Appendix III to this circular
“Option(s)”	share option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Existing Share Option Scheme or the New Share Option Scheme (as the case may be)
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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)

Executive Directors:

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

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Non-executive Directors:

Dr. He Yiwu
Ms. Choi Ngai Wah

Principal place of business in Hong Kong:

Suite Nos. 01–03, 19/F., Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Lee See Barry
Mr. Wang Ning
Prof. Huang Cibo

28 June 2022

*To the Shareholders and, for information only,
the holders of the convertible notes of the Company*

Dear Sir/Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the Annual General Meeting and information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the granting of the General Mandates and the Repurchase Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the adoption of the New Share Option Scheme.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws, Mr. Yan Li shall retire from office at the Annual General Meeting by rotation. In addition, pursuant to bye-law 102(B) of the Bye-laws, Dr. He Yiwu, Mr. Li Xiaoshuang, Mr. Lee See Barry, being appointed by the Board on 13 August 2021, 31 August 2021 and 31 March 2022 respectively, together with Mr. Yan Yifan, Mr. Wang Ning and Prof. Huang Cibo, being appointed by the Board on 8 April 2022, shall hold office until the Annual General Meeting, and shall then be eligible for re-election thereat. All these retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting.

In considering the re-election of the retiring Directors, the nomination committee of the Board (the “**Nomination Committee**”) took into account the board diversity policy and applied the selection criteria set out in the nomination policy by, inter alia, reviewing the experience and expertise as well as the performance and time commitment of the retiring Directors. With respect to the re-election of Mr. Lee See Barry, Mr. Wang Ning and Prof. Huang Cibo, being independent non-executive Directors, the Nomination Committee has also reviewed their independence confirmation made pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules, and considered that all of them are independent.

With the recommendation of the Nomination Committee, the Board was satisfied that Mr. Lee See Barry, Mr. Wang Ning and Prof. Huang Cibo have the required integrity, independence and experience to fulfill their role as an independent non-executive Director, and the re-election of retiring Directors is in the best interests of the Company and the Shareholders as a whole.

Mr. Lee See Barry, Mr. Wang Ning and Prof. Huang Cibo abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding their own independence and re-election, whereas each of the seven retiring Directors abstained from the discussion and voting at the meeting of the Board regarding his/her own re-election.

Brief biographical and other details of the said retiring Directors standing for re-election at the Annual General Meeting, as required to be disclosed under the Listing Rules, are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 June 2021, general mandates were granted to the Directors authorising them, *inter alia*, (i) to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares as at 30 June 2021; (ii) to repurchase Shares not exceeding 10% of the total number of the issued Shares as at 30 June 2021; and (iii) to extend the general mandate to issue Shares by the number of Shares repurchased under the repurchase mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them (i) to exercise all powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution; and (iii) subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting, to extend the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 3,870,102,650 Shares in issue. Subject to the passing of the ordinary resolutions to approve the General Mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 774,020,530 Shares under the Issue Mandate and to repurchase up to a maximum of 387,010,265 Shares under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate will provide the Directors with flexibility to issue new Shares especially in the context of a fund-raising exercise in a timely manner or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily.

The Directors have no present intention to exercise the Issue Mandate to allot, issue and deal with Shares and to exercise the Repurchase Mandate to repurchase Shares. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Considering the rapid changes in the market conditions, the Repurchase Mandate can provide more flexibility to the Directors to enhance the net asset value of the Company and/or its earnings per Share.

The General Mandates, if approved by the Shareholders at the Annual General Meeting, will continue until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

LETTER FROM THE BOARD

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; and
- (c) the revocation or variation of such authority by the Shareholders in general meeting of the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix II to this circular.

4. ADOPTION OF NEW SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 12 June 2012 with scheme mandate limit refreshed on 30 June 2021 and has expired on 11 June 2022. The Company has no subsisting share option scheme as at the Latest Practicable Date.

On 31 December 2020, the Board resolved to grant Options to the eligible participants to subscribe for a total of 386,800,000 Shares at the exercise price of HK\$0.400 per Share with a validity period of ten (10) years, from 31 December 2020 to 30 December 2030 (both dates inclusive). Among the total of 386,800,000 Options, 38,680,000 Options were granted to Mr. Li Xiaoshuang, the executive Director and the rest of the Options were granted to nine consultants of the Company.

As at the Latest Practicable Date, options to subscribe for an aggregate of 386,800,000 Shares, representing approximately 10% of the issued share capital of the Company of 3,870,102,650 Shares as at the Latest Practicable Date, were outstanding under the Existing Share Option Scheme.

Save as disclosed in the above, there were no share options outstanding as at the Latest Practicable Date and no share options were granted, exercised, cancelled or lapsed during the last two financial years ended 31 December 2020 and 2021.

As the Existing Share Option Scheme has expired on 11 June 2022 and in order to continue to provide the Company with a flexible means of giving incentive or rewards to Eligible Participants for their retention and contribution or potential contribution to the Group, the Company intends to propose to the Shareholders for adoption of the New Share Option Scheme as the new share option scheme of the Company at the Annual General Meeting. Upon termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme, no further share option shall be offered under the Existing Share Option Scheme but the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Existing Share Option Scheme.

LETTER FROM THE BOARD

The New Share Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the adoption of the New Share Option Scheme is subject to the approval by the Shareholders at the Annual General Meeting.

A summary of the principal terms of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the Annual General Meeting is set out in the Appendix III to this circular on pages 23 to 32. This serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same. The full terms of the New Share Option Scheme will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at <http://www.irasia.com/listco/hk/zhongjilongevity> from the date hereof up to and including the date of the Annual General Meeting and at the Annual General Meeting.

Conditions precedent to the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting to approve the adoption of the New Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in any Shares which may fall to be allotted and issued by the Company upon the exercise of the Options in accordance with the terms of the New Share Option Scheme.

The New Share Option Scheme intends to cover the following Eligible Participants:

Full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Group); and service contractors, agents or representatives, consultants, advisers, suppliers and customers of the Group.

Application for listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares, representing 10% of the issued Shares as at the date of the Annual General Meeting, to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

Valuation of the Options

The Board considers that it is inappropriate to state the value of all Options that may be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date given that the variables which are critical for the calculation of the value of such Options, including the subscription price for shares, the timing of the grant of such Options, the period during which the Options may be exercised and any other condition that the Board may impose on the Options, have not been determined. As no Options have been granted under the New Share Option Scheme, these variables are not

LETTER FROM THE BOARD

available for calculating the value of the Options. With a scheme life of 10 years it is too premature to state at present whether or not any Options will be granted under the New Share Option Scheme. Accordingly, the Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of theoretical bases and speculative assumptions would not be meaningful to the Shareholders.

Operation of the New Share Option Scheme

The Company considers that the grant of Options to the Participants will offer incentives for (i) employees to improve their performance and efficiency; (ii) advisors, service contractors and consultants to provide better services to the Group (for example in terms of special skills or technical knowledge to fill any void experienced by the Group) and offer discounted service and consultant fees; (iii) suppliers to offer more economic, quality and priority supplies to the Group; (iv) customers to maximise the quantity of their orders and increase loyalty to the Group; and (v) agents and representatives to maximise the quality of their service offerings to the Group, thereby optimising performance efficiency and benefiting the long-term growth of the Group. It is important for the Group to provide them with opportunities to obtain a shareholding interest in the Company and to reward them for contributing to the Group's long-term success and prosperity.

In assessing the eligibility of the participants, the Company will consider whether the participants will or have contributed to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group. Such assessment will be based on various factors including but not limited to (i) the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard (ii) the length of engagement and/or business relationship with the Group; (iii) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by third parties); (iv) track record in the quality of services provided to and/or cooperation with the Group; and (v) the scale of business dealings with the Group with regard to factors such as the actual or expected change in the Group's revenue or profits which is or may be attributable to the participants.

The New Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the Board may, at its sole discretion, determine such terms and impose such other restrictions on the grant of an Option. The New Share Option Scheme also sets out the basis of determining the subscription price of an Option. Subject to the Listing Rules, the Board has the discretion in determining the subscription price in respect of any Option.

The Directors, therefore, consider that the aforesaid criteria and rules will enable the Directors to properly operate and regulate the New Share Option Scheme and, thus, help serve the purpose of the New Share Option Scheme and to preserve the value of the Company.

LETTER FROM THE BOARD

Maximum number of Shares available for subscription

Subject to the adoption of the New Share Option Scheme by the Shareholders, the total number of Shares which may be issued upon the exercise of all the Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the total issued Shares as at the date of adoption of the New Share Option Scheme.

Based on 3,870,102,650 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued Shares before the Annual General Meeting, the maximum number of Shares to be issued upon the exercise of the Options that may be granted under the New Share Option Scheme is 387,010,265 Shares, representing 10% of the total issued Shares of the Company.

Reasons for the adoption of the New Share Option Scheme

The Board considers that in order to enable the Group to motivate the participants of the New Share Option Scheme to utilise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group.

In view of the above, the Board considers that the adoption of the New Share Option Scheme is in the best interests of the Company and the Shareholders as a whole. The Board, therefore, proposes to recommend to the Shareholders at the Annual General Meeting to approve the adoption of the New Share Option Scheme.

None of the Directors are appointed as trustees of the New Share Option Scheme or have a direct or indirect interest in the trustees of the New Share Option Scheme.

None of the Directors has a material interest in the adoption of the New Share Option Scheme and is not required to abstain from voting on the resolution approving the adoption of the New Share Option Scheme at the Board meeting nor at the Annual General Meeting. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder had a material interest in the adoption of the New Share Option Scheme as at the Latest Practicable Date. As such, no Shareholder is required to abstain from voting on the resolution approving the adoption of the New Share Option Scheme at the Annual General Meeting.

As at the Latest Practicable Date, the Company and the Board have not identified any Eligible Participants for granting the option upon adoption of the New Share Option Scheme.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 33 to 38 of this circular at which resolutions will be proposed to approve, *inter alia*, the re-election of the retiring Directors, the granting of the General Mandates and the Repurchase Mandate, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate and the adoption of the New Share Option Scheme.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and the Bye-laws, any vote of the Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the Annual General Meeting will therefore put all resolutions to be proposed at the Annual General Meeting to be voted by way of poll. An announcement on the results of the votes by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39 of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholders are required to abstain from voting on any resolutions to be approved at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-laws.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the granting of the General Mandates and the Repurchase Mandate, the extension of the Issue Mandate by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate and the adoption of the New Share Option Scheme are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Zhong Ji Longevity Science Group Limited
Yan Li
Chairman

The biographical and other details of retiring Directors standing for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS

Mr. Yan Li, aged 50, joined the Company as an executive Director in November 2020. He is also the Chairman of the Board, the chairman of each of the nomination committee of the Board, the risk management committee and share award committee of the Board. He received the award of International Honorary Fellow of Greenville University in the United States in 2020, was the vice president of Shenzhen Non-Governmental Organization Federation and the vice president of Shenzhen General Chamber of Commerce. Mr. Yan Li has over 8 years' experience in the management and administration in the fields of advanced medical and biological technology. In 2014, he founded Zhong Ji 1 International Medical Group (HK) Ltd. ("**HK Zhong Ji 1**") and is currently a director and the chief executive officer of HK Zhong Ji 1. HK Zhong Ji 1 is dedicated to integrate leading resources about the health of knee joint around the globe and establish the world's leading international advanced medical transformation platform through cell testing, cell storage and enhancement, cell and gene therapies and the research and development, transformation and sale of biotechnology products. The Asian Integrated Cell Laboratory under HK Zhong Ji 1 is the world's leading autoimmune cell bank. Currently, Mr. Yan Li also holds directorships in the Company's subsidiaries.

As at the Latest Practicable Date, Mr. Yan Li holds 498,855,175 Shares and through his wholly-and beneficially-owned company, 90.76% shareholding interest in HK Zhong Ji 1, which in turn holds convertible notes issued by the Company in a principal amount of HK\$1,840,000,000, the conversion rights of which, if exercised in full, are convertible into 9,200,000,000 Shares. Save as disclosed above, Mr. Yan Li has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the Shares within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter between the Company and Mr. Yan Li, Mr. Yan Li was not appointed for a specific or proposed term, and his appointment is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the Bye-laws and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director's fee of HK\$50,000 and an allowance of HK\$100,000 per month, which are determined by the remuneration committee of the Company, and is subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Yan Li as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Yan Yifan (“**Mr. Yan**”), aged 31, joined the Company as an executive Director and the chief executive officer in April 2022. Mr. Yan graduated from Henan University of Economics and Law. He has served as the general manager of Mailyard Health Group (Hubei) Company Limited since April 2021 and served as the general manager of Zhong Ji 1 International Medical Group (Hong Kong), the shares of which are beneficially owned by Mr. Yan Li, the chairman of the Board and an executive director, from July 2013 to March 2021. Mr. Yan is also the nephew of Mr. Yan Li, the chairman of the Board and an executive Director.

As at the Latest Practicable Date, save as disclosed above, Mr. Yan has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Pursuant to the appointment letter entered into by the Company and Mr. Yan, Mr. Yan is not appointed for any specific or proposed term of service, but is subject to retirement by rotation and re-election (if applicable) at an annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$100,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market rate, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Yan as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Li Xiaoshuang (“**Mr. Li**”), aged 48, joined the Company as an executive Director in August 2021. Mr. Li is an EMBA from Cheung Kong Graduate School of Business, was appointed as a consultant of the Company in December 2020 and is currently an executive director of HK Zhong Ji 1 (a company which shares are beneficially owned by Mr. Yan Li, the chairman of the Board and executive Director). He was elected as a member of the National Committee of the Chinese People’s Political Consultative Conference for two consecutive terms in 1993 and 1997. Mr. Li was granted the titles of one of the top 10 athletes in China, in Asia and in the world on several occasions. In 1992, he won the gold in the men’s floor (gymnastics) at the 25th Olympic Games in Barcelona and became the leading figure of the Chinese men’s gymnastics team. In 1996, Mr. Li won another gold in the men’s artistic individual all-around at the 26th Olympic Games in Atlanta. After retiring from the Chinese gymnastics team, Mr. Li started his own business in January 2000 and he has extensive experience and abilities in business operation and corporate management.

As at the Latest Practicable Date, Mr. Li holds 38,680,000 share options of the Company entitling him to subscribe for 38,680,000 Shares, representing approximately 1.00% of the total number of issued Shares.

As at the Latest Practicable Date, save as disclosed above, Mr. Li has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Li has entered into an appointment letter with the Company with an initial term of two years. Mr. Li is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$50,000 per month, which is determined by the remuneration committee of the Company and the Board and is subject to annual review with reference to the prevailing market conditions, his duties and responsibilities in and the time he spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Li as an executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Dr. He Yiwu (“**Dr. He**”), aged 58, joined the Company as a non-executive Director in August 2021. Dr. He obtained his PhD in 1993 from Boston University. He is currently chief innovation officer and senior advisor to the president of The University of Hong Kong, chairman of the board and managing director of HKU Innovation Holdings Limited and senior advisor to the chairman of China National Pharmaceutical Group Co., Ltd. (Sinopharm). He was formerly senior program officer and deputy director of the Bill & Melinda Gates Foundation, chair professor at the University of Science and Technology of China, global head and senior director of GlaxoSmithKline, senior vice president of BGI Group, executive director of the International Vaccine Association and director of the P4 Medicine Institute in the United States.

Save as disclosed above, Dr. He has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Dr. He has entered into an appointment letter with the Company with an initial term of two years. Dr. He is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. Dr. He has agreed not to receive any remuneration for his role as a Director of the Company.

Save as disclosed above, in connection with the re-election of Dr. He as a non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee See Barry (“**Mr. Lee**”), aged 56, joined the Company as an independent non-executive Director in March 2022. Mr. Lee is the chairman of the audit committee of the Board and a member of each of the nomination committee, the remuneration committee, the risk management committee and the share award committee of the Board. Mr. Lee graduated from Lingnan University, Hong Kong, in 1990 with a diploma (honours) in the financial service profession. Currently, he is a fellow member of the Association of Chartered Certified Accountants. Mr. Lee has over 30 years of experience in audit, accounting and financial management. He has served as a senior partner of Sysble Consultants* (思博顧問) since 2005, during which, he provided financial controller services to major customers including China CBM Group and Oriental Speech Therapy* (東方啟音言語治療).

Save as disclosed above, Mr. Lee has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Lee has entered into an appointment letter with the Company with an initial term of two years. Mr. Lee is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by both the remuneration committee of the Company and the Board, subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Lee as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Wang Ning (“**Mr. Wang**”), aged 43, joined the Company as an independent non-executive Director in April 2022. Mr. Wang is the chairman of the remuneration committee of the Board and a member of each of the audit committee, the nomination committee, the risk management committee and the share award committee of the Board. Mr. Wang obtained an EMBA from Fudan University, Shanghai, and graduated from Anhui Normal University, majoring in hotel management. He currently serves as the chairman of Huasheng Investment Group, the chairman of the board and a non-executive director of National Investments Fund Limited, a company listed on Main Board of the Stock Exchange (stock code: 1227). He served as an independent non-executive director of RMH Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8437), the vice president of Youth Committee of Shenzhen International Chamber of Commerce (深圳國際商會青年委員會副主席) and the president of Shenzhen Youth Entrepreneur Promotion Association* (深圳市青年創業促進會會長). Mr. Wang is experienced in real estate development, corporate management, venture capital, and the management of real estate and investment companies listed on the Stock Exchange.

Save as disclosed above, Mr. Wang has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Mr. Wang has entered into an appointment letter with the Company with an initial term of two years. Mr. Wang is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by the Board, subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Mr. Wang as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Professor Huang Cibo (“**Prof. Huang**”), aged 59, joined the Company as an independent non-executive Director in April 2022. Prof. Huang is a member of each of the audit committee, the nomination committee, the remuneration committee, the risk management committee and the share award committee of the Board. Prof. Huang graduated from the Department of Medicine of Xiangya School of Medicine (湘雅醫科大學), is among the first batch of renowned doctors in the PRC. He currently serves as the director of the Internal Medicine Branch of the Chinese Medical Association, the vice president of the Rheumatology and Immunology Branch and the director of the Immunosorbent Branch of the Chinese Medical Doctor Association, the director of the Rheumatology Branch of the Cross-Straits Medical and Health Exchange Association, and the special consultation expert of the Central Health Care Committee. He has worked in 301 Hospital, Southern Hospital, People’s Hospital of the Guangdong Province and Beijing Hospital for nearly 40 years, mainly engaged in clinical diagnosis and treatment of internal medicine and rheumatic immune diseases, scientific research and teaching, and health care work for local senior cadres of the military.

Save as disclosed above, Prof. Huang has confirmed that he (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not hold any other positions in the Group.

Prof. Huang has entered into an appointment letter with the Company with an initial term of two years. Prof. Huang is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the bye-laws of the Company and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. He is entitled to receive a director’s fee of HK\$20,000 per month, which is determined by the Board, subject to annual review with reference to the prevailing market conditions, his duties and responsibilities and time spent on the affairs of the Company.

Save as disclosed above, in connection with the re-election of Prof. Huang as an independent non-executive Director, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide requisite information to the Shareholders with regard to the Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange provided that the shares proposed to be repurchased must be fully paid-up and all repurchases of shares must be approved in advance by an ordinary resolution of the shareholders, either by way of a specific approval or a general mandate to the directors of the company to make such repurchase.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 3,870,102,650 Shares in issue. Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to repurchase up to a maximum of 387,010,265 Shares, representing 10% of the total number of issued Shares as at the date of the passing of such resolution, under the Repurchase Mandate.

3. REASONS FOR THE REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing of Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

As compared to the financial position of the Company as at 31 December 2021 (being the date of the Company's latest published audited accounts), the Directors consider that the repurchases of Shares will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise all powers of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rules 26 and 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yan Li is beneficially interested in 498,855,175 Shares, representing approximately 12.89% of the total number of Shares in issue. In the event that the Repurchase Mandate is exercised in full (assuming the shareholding remains the same as at the Latest Practicable Date), the total interests of Mr. Yan Li in the Company would increase to approximately 14.32% of the total number of Shares in issue. To the best of the knowledge and belief of the Directors, such increase in the interests of Mr. Yan Li will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to repurchase Shares to the extent that it will give rise to a mandatory offer obligation under Rules 26 and 32 of the Takeovers Code if the Share Repurchase Mandate is approved at the Annual General Meeting.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
June	0.720	0.630
July	0.630	0.345
August	0.640	0.520
September	0.580	0.465
October	0.580	0.460
November	0.500	0.345
December	0.340	0.121
2022		
January	0.196	0.151
February	0.180	0.110
March	0.111	0.088
April	0.093	0.051
May	0.066	0.046
June (up to and including the Latest Practicable Date)	0.080	0.055

The following is a summary of the principal terms of the New Share Option Scheme but does not form part of, nor was it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme:

(a) PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to enable the Company to grant Options to selected Eligible Participants as incentives or rewards for their contribution or potential contribution to the Company. The New Share Option Scheme will also enable the Company to attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) WHO MAY JOIN

The Board may, at its discretion, offer to grant an option to full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Group), and service contractors, agents or representatives, consultants, advisers, suppliers and customers of the Group (collectively the “**Eligible Participants**”) to subscribe for Shares at a price calculated in accordance with paragraph (d) below. For the avoidance of doubt, the grant of any share options by the Company for subscription of Shares or other securities of the Group to any Eligible Participants shall not, by itself, unless the Directors otherwise determine, be construed as a grant of Options under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any options shall be determined by the Company from time to time on the basis of their contribution to the development and growth of the Group. In assessing the eligibility of the participants, the Company will consider whether the participants will or have contributed to the Group on a continuing or recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group. Such assessment will be based on various factors including but not limited to (i) the individual performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard (ii) the length of engagement and/or business relationship with the Group; (iii) the materiality and nature of the business relationship with the Group (such as whether they relate to the core business of the Group and whether such business dealings could be readily replaced by third parties); (iv) track record in the quality of services provided to and/or cooperation with the Group; and (v) the scale of business dealings with the Group with regard to factors such as the actual or expected change in the Group’s revenue or profits which is or may be attributable to the participants.

(c) GRANT AND ACCEPTANCE OF OPTIONS

An offer of the grant of an Option shall be made to Eligible Participants in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of twenty-one (21) days inclusive of, from the date upon which it is made provided

that no such offer shall be open for acceptance after the earlier of the 10th anniversary of the Adoption Date or the termination of the New Share Option Scheme or the Eligible Participant to whom such offer is made has ceased to be an Eligible Participant.

A nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the Option duly signed by the Eligible Participant together with the said consideration of HK\$1.00 is received by the Company.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in such number of Shares as represents a board lot for the time being for the purpose of trading on the Stock Exchange or an integral multiple thereof.

(d) EXERCISE OF OPTIONS AND SUBSCRIPTION PRICE OF SHARES

An Option may be exercised in whole or in part by the grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given. Within thirty (30) days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company's auditors or independent financial advisers, the Company shall allot and issue the relevant Shares to the grantee (or his legal personal representative(s)) credited as fully paid.

Holders of the Options are not entitled to voting, dividend, transfer and other rights of the holders of the Shares, including those arising on a liquidation of the Company, save as otherwise provided therein or under the relevant laws or the memorandum of association of the Company and the Bye-laws in effect from time to time. Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the "**Exercise Date**") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the grantee has been duly entered onto the register of members of the Company as the holder thereof.

The subscription price for Shares under the New Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date, which must be a business day; (ii)

the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) business days immediately preceding the offer date; and (iii) the nominal value of the Share on the offer date.

(e) MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE

- (i) Subject to the Listing Rules, the overall limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30 per cent. of the relevant class of Shares in issue from time to time. No Options may be granted under the New Share Option Scheme or any other share option schemes of the Company if this will result in this limit being exceeded.
- (ii) Subject to the limit mentioned in (e)(i) above, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of the approval of the New Share Option Scheme (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained pursuant to sub-paragraphs (iii) and (iv) below. Options lapsed in accordance with the terms of the New Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (iii) Subject to the limit mentioned in (e)(i) above, the Company may refresh the Scheme Mandate Limit at any time subject to approval of the Shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of passing the relevant resolution. Options previously granted under the New Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised Options) will not be counted for the purpose of calculating the this limit. The Company must send a circular to the Shareholders containing such information as required under the Listing Rules.
- (iv) Subject to the limit mentioned in (e)(i) above, the Company may also seek separate approval of the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants, the number and terms of Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose and such other information as required under the Listing Rules.

(f) GRANT OF OPTIONS TO CORE CONNECTED PERSONS OR ANY OF THEIR CLOSE ASSOCIATES

Any grant of Options to a core connected person (including but not limited to a Director, chief executive or substantial Shareholder) or its associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options). Where Options are proposed to be granted to a substantial Shareholder (as defined in the Listing Rules) of the Company or an independent non-executive Director or their respective associates and if such grant would result in the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted (including Options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant to such person representing in aggregate over 0.1% of the total issued Shares and having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million, then the proposed grant must be subject to the approval of Shareholders taken on a poll in a general meeting. The grantee, its associates and all core connected persons of the Company must abstain from voting at such general meeting. The Company will also comply with the requirements under Rule 13.40 of the Listing Rules.

A circular must be prepared by the Company explaining the proposed grant, disclosing, among other matters, (i) the number and terms of the Options to be granted; (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a grantee) on whether or not to vote in favour of the proposed grant; (iii) the information relating to any Directors who are trustees of the scheme or have a direct or indirect interest in the trustees and the information required under Rules 17.02(2)(c) and 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and (iv) the information required under Rule 2.17 of the Listing Rules.

Any change in the terms of Options granted to a substantial Shareholder (as defined in the Listing Rules) of the Company or an independent non-executive Director or their respective associates must be approved by Shareholders in a general meeting.

(g) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Participant or grantee (including exercised and outstanding options) in any twelve (12) month period up to the date of grant shall not exceed 1% of the Shares in issue. Where it is proposed that any offer is to be made to an Eligible Participant (or where approximate, an existing grantee) which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the twelve (12) month period up to and including the relevant date of grant to exceed such limit, such offer and any acceptance thereof must be conditional upon Shareholders' approval in general meeting with such Eligible Participant and his, her or its close associates abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Eligible Participant or grantee, the number and terms of options to be granted (and options

previously granted) to such Eligible Participant and the information required under the Listing Rules. The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before the date on which Shareholders' approval is sought and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.

(h) TIME OF EXERCISE OF OPTIONS

Subject to the terms of the New Share Option Scheme, an Option may be exercised in whole or in part at any time during the period to be determined and notified by the Directors to the grantee thereof at the time of making an offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option but subject to the provisions for early termination of the New Share Option Scheme.

There is no specified minimum period under the New Share Option Scheme for which an Option must be held or the performance target which must be achieved before an Option can be exercised under the terms of the New Share Option Scheme.

(i) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

Grant of Options may not be made:

- (1) after inside information (as defined in the Listing Rules) has come to the knowledge of the Company until it has been announced pursuant to the requirements of the Listing Rules; and
- (2) during the period commencing from one month immediately preceding the earlier of:
 - (a) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (b) the deadline for the Company to publish its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements.

(j) RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any breach of the foregoing by a grantee shall entitle the Company to cancel any Option or part thereof granted to such grantee to the extent not already exercised.

(k) RIGHTS ON CESSATION OF EMPLOYMENT BY DISMISSAL

If the grantee of an Option is an employee and ceases to be an employee on one or more of the grounds that he or she has been guilty of persistent or serious misconduct, bankruptcy, insolvency, composition with his or her creditors generally or conviction of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Company into disrepute) or any other ground(s) on which the Company would be entitled to terminate his or her employment pursuant to any applicable law, his or her Option (to the extent not already exercised) will lapse on the date of cessation of his or her employment.

(l) RIGHTS ON DEATH

If the grantee of an Option ceases to be an Eligible Participant by reason of his or her death before exercising the Options in full and none of the events referred to in paragraph (k) above as ground for termination of his or her Options arises, his or her personal representative(s) may exercise the Option (to the extent not already exercised) within a period of six months following the date of death (or such longer period as the Board may determine), failing which it will lapse. If any of the events referred to in paragraphs (p) to (r) below occurs during such period, his or her personal representative(s) may exercise the Option pursuant to paragraphs (p) to (r) respectively.

**(m) RIGHTS ON CESSATION OF EMPLOYMENT BY REASON OF ILL-HEALTH
OR RETIREMENT**

If the grantee of an Option is an employee and ceases to be an employee by reason of ill-health or retirement in accordance with his or her contract of employment, he or she may exercise the Option (to the extent not already exercised) within a period of six months following the date of such cessation, failing which it will lapse. The date of cessation shall be the last day on which the Grantee is actually at work with the Company whether salary is paid in lieu of notice or not. If any of the events referred to in paragraphs (p) to (r) below occurs during such period, he or she may exercise the Option pursuant to paragraphs (p) to (r) respectively.

(n) RIGHTS ON CESSATION FOR OTHER REASONS

If the grantee of an Option who is an employee or a director of the Company ceases to be an Eligible Participant for any reason other than the reasons set out in paragraphs (l) and (m) above, his or her Option (to the extent not already exercised) will lapse on the date of cessation.

(o) RIGHTS ON BREACH OF CONTRACT

If the grantee of an Option who is a service contractor, agent or representative, consultant, adviser, supplier and customer of the Company ceasing to be an Eligible Participant by reason of breach of contract entered into between such Eligible Participant and the Company, in the absolute determination of the Board, the Option shall lapse on the date of the Board's determination and not be exercisable.

(p) RIGHTS ON A GENERAL OFFER

In the event of a general offer being made to all Shareholders (or all such holders other than the offeror and/or person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror) and such offer becomes or is declared unconditional during the Option Period of the relevant Option, the grantee (or his personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within thereafter and up to the close of such offer.

(q) RIGHTS ON WINDING UP

In the event a notice is given by the Company to its members to convene a special general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as it despatches such notice to each member of the Company give notice thereof to all grantees and any grantee (or his or her personal representative(s) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price in respect of the relevant Option (such notice shall be received by the Company no later than five (5) business days prior to the proposed general meeting)) exercise the Option (to the extent not already exercised) either to its full extent or to the extent that he or she may specify in his or her notice and the Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot and issue such number of Shares to the grantee credited as fully paid.

(r) RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice to the grantee on the same date as it despatches the notice to each member or creditor of the Company to summon a meeting to consider such a compromise or arrangement, and thereupon the grantee (or his or her personal representative(s)) may by notice in writing to the Company accompanied by a remittance of the full amount of the subscription price in respect of which the notice is given (such notice shall be received by the Company no later than five (5) business days prior to the proposed meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in the notice and the Company shall as soon

as possible and in any event no later than the business day immediately prior to the date of the proposed general meeting allot and issue such number of Shares to the grantee credited as fully paid.

(s) CANCELLATION OF OPTIONS

Any Option granted but not exercised may not be cancelled except with the written consent of the relevant grantee and the prior approval of the Directors. Any cancellation of Options granted but not exercised and the issuance of new Options to the same grantee may only be made under the New Share Option Scheme with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit referred to in paragraph (e) above. Options lapsed in accordance with the terms of the New Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

(t) EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration in the capital structure of the Company by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company, such corresponding alterations (if any) will be made in (i) the number of Shares subject to any Option so far as such Option remains unexercised and/or (ii) the subscription price per Share as the auditors or independent financial advisers for the time being of the Company shall at the request of the Company or any grantee certify in writing to be in their opinion fair and reasonable, provided that any such alterations shall be made on the basis that the grantee shall have the same proportion of the issued share capital of the Company to which he or she was entitled before such alteration and the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as possible the same as (but not greater than) it was before such event, but so that no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. Save in the case of a capitalisation issue, the auditors or independent financial advisers for the time being of the Company must confirm to the Directors in writing that such adjustment(s) satisfy the aforesaid requirements.

(u) RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date on which the Option is exercised and accordingly will entitle the holders of Shares to participate in all dividends or other distributions paid or made on or after the date on which the Option is exercised other than any dividends or other distributions previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of allotment.

(v) DURATION OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme shall continue in force for the period commencing from the Adoption Date, which is expected to be the date of the Annual General Meeting, and expiring at the close of business on the tenth (10th) anniversary thereof, after such period no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in respect of any Options granted before its expiry or termination but not yet exercised.

(w) ALTERATIONS TO THE TERMS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme may be altered in any respect by a resolution of the Board, save and except that:

- (i) the provisions relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Participants without the prior approval of Shareholders in a general meeting;
- (ii) any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by Shareholders, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme;
- (iii) the amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules; and
- (iv) any change to the authority of the Directors in relation to any alteration to the terms of the New Share Option Scheme must be approved by Shareholders in a general meeting.

(x) CONDITIONS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme is conditional upon:

- (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the Scheme; and
- (b) the passing of an ordinary resolution at a special general meeting of the Company to adopt the New Share Option Scheme.

(y) LAPSE OF OPTIONS

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of any of the periods referred to in paragraphs (k) to (r);
- (iii) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of a breach of paragraph (j) by the grantee of the Option in respect of that or any other Option; and
- (iv) the date of the commencement of the winding-up of the Company.

(z) TERMINATION

The Company by ordinary resolution in general meeting may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted but not yet exercised prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

(aa) MISCELLANEOUS

The terms of the New Share Option Scheme (and any other schemes adopted by the Company from time to time) shall be in accordance with the requirements set out in Chapter 17 of the Listing Rules.

The Company will comply with the relevant statutory requirements and the Listing Rules from time to time in force on a continuing basis in respect of the New Share Option Scheme and any other schemes of the Company.

Any dispute arising in connection with the number of Shares of an Option and any of the matters referred to in paragraph (t) above shall be referred to the decision of the auditors or the independent financial advisers of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final and conclusive.

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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Zhong Ji Longevity Science Group Limited (the “**Company**”) will be held at 30/F., Harbour Side HQ, 8 Lam Chak Street, Kowloon Bay, Hong Kong on Friday, 29 July 2022 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2021.
2. (A) To re-elect the following retiring directors of the Company:
 - (i) Mr. Yan Li as an executive director of the Company;
 - (ii) Mr. Yan Yifan as an executive director of the Company;
 - (iii) Mr. Li Xiaoshuang as an executive director of the Company;
 - (iv) Dr. He Yiwu as a non-executive director of the Company;
 - (v) Mr. Lee See Barry as an independent non-executive director of the Company;
 - (vi) Mr. Wang Ning as an independent non-executive director of the Company; and
 - (vii) Prof. Huang Cibo as an independent non-executive director of the Company.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the ensuing year.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint KTC Partners CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

(A) “**THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares of HK\$0.001 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares of the Company under any share option scheme of the Company or similar arrangements for the time being adopted by the Company for the grant or issue of shares or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; or (d) an issue of shares of the Company by way of any scrip dividend or similar arrangements pursuant to the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT:**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the bye-laws of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the total number of the shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) as set out in the notice convening this Meeting being passed, the number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the resolution numbered 4(B) above shall be added to the number of the shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this Meeting.”

(D) “**THAT**:

- (a) conditional upon the Stock Exchange granting the listing of and permission to deal in the Shares falling to be allotted and issued pursuant to the share option scheme (the “**New Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the New Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the New Share Option Scheme; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 28 June 2022

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton, HM 10
Bermuda

Principal place of business in Hong Kong:
Suite Nos. 01–03, 19/F., Sino Plaza
255–257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder of the Company who is an individual or a shareholder of the Company which is a corporation shall be entitled to exercise the same power on behalf of the shareholder of the Company which he or they represent(s) as such shareholder of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and return of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of the Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company (the “**Register of Members**”) in respect of the joint holding.
6. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the Meeting, the Register of Members will be closed from Tuesday, 26 July 2022 to Friday, 29 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Meeting, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Monday, 25 July 2022.

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

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
Ms. Choi Ngai Wah

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