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YUE DA INTERNATIONAL HOLDINGS LIMITED

悅達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 629)

NON-LEGALLY BINDING TERM SHEET IN RELATION TO POTENTIAL ACQUISITION

This announcement is made by Yue Da International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The Company is pleased to announce that on 30 April 2025, the Company entered into a non-legal binding term sheet with Chengdu Organoidmed Medical Laboratory Ltd. (成都諾醫德醫學檢驗實驗室有限公司) (the “**Target Company**”) and Shenzhen Jingke Biotechnology Co., Ltd. (深圳精科生物技術有限公司) (the “**Vendor**”) (the “**Term Sheet**”), pursuant to which the Company intends to (a) acquire 30% equity interest in the Target Company by capital injection of approximately RMB30,000,000 and (b) acquire 22% equity interest in the Target Company from the Vendor at a consideration of approximately RMB22,000,000 (the “**Potential Acquisition**”). Upon completion of the Potential Acquisition, the Target Company will become a non wholly-owned subsidiary of the Company.

The Target Company is principally engaged in development of organoid technology and application of organoid technology in precision tumor medicine. Organoids refer to tissue analogs with a certain spatial structure formed by three-dimensional culture of adult stem cells or pluripotent stem cells in vitro. It simulates real organs and in vivo tissue structure and function to the greatest extent. Patient-derived organoids are commonly used for disease modeling, research and drug screening for cancer patients.

The organoid-based malignant tumor disease model was listed as one of the first batches of key special tasks to be launched in China’s 14th Five-Year Plan. The 14th Five-Year Plan states that organoids as a major technological breakthrough are used in establishment of disease models, study of stem cell variation, heterogeneity and their mechanisms under pathological conditions, discovery of new targets for disease diagnosis and treatment, and exploration of new diagnosis and treatment strategies.

The Group has been actively seeking new business opportunities to diversify its business and enhance long-term growth and shareholders' value. In accordance with the global cancer statistics released by the World Health Organisation's International Agency for Research on Cancer in 2024, China had approximately 4.8 million new cancer cases in 2022 (approximately 24% of the global total) and approximately 2.6 million cancer deaths cases (approximately 26.7% of the global total), ranking first in both. The Company believes that the organoid market has good development prospect. It is estimated that organoid market in China will continue to grow as demand for personalised treatment for cancer patients increases. The board of directors believes that the Potential Acquisition will develop a new source of profit for the Company, and lead to a long-term growth in return of the Company and its shareholders as a whole.

As at the date of this announcement, negotiations in relation to the Potential Acquisition are still ongoing. The terms and conditions regarding the Potential Acquisition are yet to be finalised and no definitive agreement has been entered into by the Group regarding the Potential Acquisition up to the date of this announcement. Should the Potential Acquisition materialise, they may constitute notifiable transactions under Chapter 14 of the Rules Governing the Listing of Securities on Main Board of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Company will make further announcements in relation to the Potential Acquisition in compliance with the Listing Rules as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Yue Da International Holdings Limited
Ji Hulin
Chairman and Executive Director

Hong Kong, 30 April 2025

As at the date of this announcement, the board of directors comprises the following members: (a) as executive Directors, Mr. Ji Hulin, Mr. Xue Zhicheng, Mr. Pan Mingfeng and Mr. Wu Shengquan; (b) as non-executive Directors, Mr. Li Biao and Mr. Hu Huaimin; and (c) as independent non-executive Directors, Dr. Liu Yongping, Mr. Cheung Ting Kee and Ms. Zhang Yan.