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STARCOIN GROUP LIMITED

星太鏈集團有限公司

(Formerly known as Innovative Pharmaceutical Biotech Limited 領航醫藥及生物科技有限公司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 399)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE SUBSCRIPTION OF SHARES

This announcement is made by Starcoin Group Limited (formerly known as Innovative Pharmaceutical Biotech Limited) (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

On 27 March 2026, Marvel Nice Limited (the “**Possible Subscriber**”) entered into a memorandum of understanding with Extrawell Pharmaceutical Holdings Limited (“**Extrawell**”), pursuant to which the Subscriber intends to acquire from Extrawell convertible bonds (the “**Bonds**”) in the total principal amount of HK\$715,000,000 issued by the Company constituted by the third amended and restated instrument dated 12 July 2023 (the “**Possible Acquisition**”). Upon completion to the Possible Acquisition, the Possible Subscriber will become of the holder of the Bonds.

THE MOU

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 28 March 2026, the Company has entered into a memorandum of understanding (the “**MOU**”) in relation to a possible subscription of shares of the Company (the “**Possible Subscription**”) by the Possible Subscriber as the subscriber.

Pursuant to the terms of the MOU, the Possible Subscriber shall subscribe for and the Company shall allot and issue certain number of shares for a subscription price initially set at not less than HK\$1, subject to the fulfilment of certain conditions and the execution of the Formal Agreement. The subscription price shall be satisfied by the Possible Subscriber by off-setting against the total outstanding principal amount and interest of the Bonds.

The parties agreed that they shall negotiate in good faith to ensure that a formal agreement relating to the Possible Subscription (the “**Formal Agreement**”) be entered into as soon as possible and in any event, no later than 30 June 2026 or such later date as the parties may mutually agree in writing. Save for certain provisions including exclusivity and confidentiality, which are binding on the parties, the MOU is non-binding in nature.

INFORMATION ON THE POSSIBLE SUBSCRIBER

The Possible Subscriber is a company incorporated in Hong Kong with limited liability.

To the best of the Directors’ knowledge, information, and belief, having made all reasonable enquiries, the Possible Subscriber and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE MOU

The Company is an investment holding company and the Group is principally engaged in the trading of beauty products in Hong Kong and research, development and commercialisation of the oral insulin product.

The Board is of the view that the Possible Subscription represents an opportunity for the Group to substantially reduce its liabilities and strengthens the financial position of the Group. In addition, the Possible Subscription allows the Company to invite a new strategic shareholder who may introduce new business development opportunities to the Group in future. Having considered that the Company is constantly exploring business opportunities to diversify risk and broaden the sources of income of the Group, the Board is of the view that the Possible Subscription would improve the cash reserve for the ongoing development of the Group. In addition, the Directors consider that the Possible Subscription could broaden the shareholder and capital base of the Company and is an appropriate means to raise funds for the Group and is in the interests of the Company and the Shareholders as a whole.

The Board considers that entering into the MOU is in the interests of the Company and its shareholders as a whole.

GENERAL

This announcement is made by the Company on a voluntary basis. The purpose of this announcement is to keep the shareholders and potential investors of the Company informed of the latest business development of the Group. The MOU sets out the preliminary intention between the parties, and may or may not lead to the entering into of any definitive formal agreement and the transactions contemplated under the MOU therefore may or may not proceed. Further announcement(s) will be made by the Company as and when appropriate and in compliance of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Shareholders and potential investors of the Company should be aware that the terms of the Possible Subscription are subject to further negotiation among the parties to the MOU and are subject to the parties entering into the Formal Agreement and the fulfilment of the conditions therein. As the Possible Subscription may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
Starcoin Group Limited
Yeung Yung
Chairman

Hong Kong, 29 March 2026

As at the date of this announcement, the Board comprises, Dr. Yeung Yung (Chairman and executive Director), Mr. Gao Yuan Xing (executive Director), Mr. Tang Rong (executive Director), Ms. Qi Shujuan (executive Director), Dr. Long Fan (executive Director), Dr. Wu Ming (executive Director), Mr. Zhang Shen (executive Director), Mr. Zhang Yi (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Mr. Wang Rongliang (independent non-executive Director) Mr. Chen Jinzhong (independent non-executive Director), Dr. Xia Tingkan, Tim (independent non-executive Director) and Ms. Sun Sizheng (independent non-executive Director).

Please also refer to the published version of this announcement on the Company's website: www.starcoingroup.com and www.irasia.com/listco/hk/starcoingroup.