



July 1, 2026

Company Name: GNI Group Ltd.
Representative: Director, Representative Executive Officer,
President and CEO
Ying Luo, PhD
(Security Code: 2160, TSE Growth)
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Notice Concerning the Completion of the Acquisition of All Shares of AYUMI Pharmaceutical Holdings KK (Conversion into a Wholly-Owned Subsidiary) and the Completion of Payment for the Issuance of New Shares by Third-Party Allotment (Contribution in Kind)

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the Japanese original shall prevail.

GNI Group Ltd. (the “Company”) hereby announces that it acquired all shares of AYUMI Pharmaceutical Holdings KK (“AYUMI Pharmaceutical Holdings”) today and has made AYUMI Pharmaceutical Holdings a wholly owned subsidiary of the Company. In addition, with respect to the issuance of new shares by way of third-party allotment (the “New Shares”) to BCP Asia AYM Holding (Cayman) L.P., TOHO HOLDINGS CO., LTD. (“Toho Holdings”) and Hisamitsu Pharmaceutical Co., Inc. (“Hisamitsu Pharmaceutical”), as resolved by the Board of Directors on June 5, 2026 (the “Issuance of New Shares”), the Company has confirmed today that the payment procedures relating to the Issuance of New Shares have been completed.

For further details regarding the conversion of AYUMI Pharmaceutical Holdings into a wholly owned subsidiary and the Issuance of New Shares, please refer to the Company’s announcement dated June 5, 2026, entitled “Notice Concerning Acquisition of All Shares of AYUMI Pharmaceutical Holdings KK (Conversion into a Wholly Owned Subsidiary) and Issuance of New Shares by Third-Party Allotment (Contribution in Kind).”

I. Overview of the Acquisition of All Shares of AYUMI Pharmaceutical Holdings KK (Conversion into a Wholly Owned Subsidiary)

1. Outline of AYUMI Pharmaceutical Holdings KK

(1) Company name	AYUMI Pharmaceutical Holdings KK
(2) Location	4-12-15 Ginza, Chuo-ku, Tokyo
(3) Representative	Representative Director and President: Jugo Tsumura
(4) Business description	Control and management of subsidiaries engaged in manufacture and sale of pharmaceuticals, mainly anti-rheumatic drugs and antipyretic analgesics
(5) Capital	JPY 100,000,000 (Note)
(6) Date of establishment	March 8, 2019
(7) Major shareholder and its shareholding ratio	The Company 100.00%

(Note) As of today, the Company has made an equity investment of approximately JPY 2.5 billion in AYUMI Pharmaceutical Holdings. The capital amount stated above does not include this investment.

2. Future Outlook

The impact of this matter on the Company's consolidated financial results for the current fiscal year is currently being assessed. If any matters requiring disclosure arise in the future, the Company will disclose them without delay.

II. Completion of the Payment Procedures for the Issuance of New Shares

1. Overview of the Offering

(1) Payment date	July 1, 2026
(2) Number of new issued shares	Common stock: 9,974,291 shares
(3) Issue price	JPY 2,684 per share
(4) Amount of raised funds	JPY 26,770,997,044
(5) Method of offering or allotment (allottees)	All shares were allotted by way of third-party allotment to BCP Asia AYM Holding (Cayman) L.P., Toho Holdings and Hisamitsu Pharmaceutical. BCP Asia AYM Holding (Cayman) L.P.: 6,982,004 shares Toho Holdings: 1,994,858 shares Hisamitsu Pharmaceutical: 997,429 shares The Company designated a portion of the claim for the payment of the transfer price in connection with the share acquisition from BCP Asia AYM Holding (Cayman) L.P., Toho Holdings and Hisamitsu Pharmaceutical as property to be contributed in kind.

(Change in the total number of issued shares resulting from the Issuance of New Shares)

Total number of issued shares before the capital increase: 55,843,127 shares

Number of shares to be issued: 9,974,291 shares

Total number of issued shares after the capital increase: 65,817,418 shares

End