

Management Certification

The undersigned, on behalf of FutureTech II Acquisition Corp. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☒ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☐ Other (please describe)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☐ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☒ No: ☐

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Continental Stock Transfer & Trust Company
 Address: 1 State Street, 30th Floor New York, 10004-1561

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Ruth Jin, Partner, Moses Singer LLP.

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): February 4, 2025 for Chen Ray Lei, Neil Bush, Moseley Jeffrey Alan, FutureTech Partners II LLC; February 5, 2025 for Walleye Capital LLC; May 2, 2025 for Calamos Market Neutral Income Fund, a series of Calamos Investment Trust; May 14, 2025 for Hudson Bay Capital Management LP; May 15, 2025 for Walleye Capital LLC.

| Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity) | Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner) | City and State (Include Country if outside U.S.) | Number of Shares Owned (List common, preferred, warrants and options separately) | Class of Shares Owned | Percentage of Class of Shares Owned (undiluted) |
|--|--|---|---|--------------------------------------|--|
| Chen Ray Lei | CEO & CFO | New Rochelle, NY | 380,000 | Class A Ordinary Shares | 8.9% |
| Neil Bush | Director | Houston, TX | 10,000 | Class A Ordinary Shares | 0.2% |
| Moseley Jeffrey Alan | Director | Austin, TX | 10,000 | Class A Ordinary Shares | 0.2% |
| FutureTech Partners II LLC | 5% Holder | New Rochelle, NY | 2,965,075 | Class A Ordinary Shares | 69.1% |
| Calamos Market Neutral Income Fund, a series of Calamos Investment Trust | 5% Holder | Naperville, IL | 496,419 | Class A Ordinary Shares | 11.6 % |
| Hudson Bay Capital Management LP, Sander Gerber | 5% Holder | Stamford, CT | 199,296 | Class A Ordinary Shares | 4.65 % |
| Walleye Capital LLC | 5% Holder | Plymouth, MN | 160,866 | Class A Ordinary Shares | 5.44% |

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

N/a

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$) (include accrued interest) | Maturity Date | Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion ² | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g., Loan, Services, etc.) |
|-----------------------------------|-----------------------------------|---|----------------------|---|----------------------------|---|--|--|
| February 4, 2025 | \$1,475,000 | \$1,475,000 | February 4, 2026 | (2) | 0 | 147,500 | D. Boral Capital LLC | Underwriter fee |
| March 25, 2025 | \$1,500,000 | \$1,500,000 | August 18, 2025 | (1) | 0 | 150,000 | FutureTech Partners II LLC | To fund extension fees |
| April 7, 2025 | \$1,025,000 | \$1,025,000 | September 30, 2025 | (3) | 0 | 256,250 | Yujie Zhou; Wuhao Zhang; Wanrong Wang; Shouxiang Lu; Ji Wang; Gang Yuan | Working Capital |
| Total Outstanding Balance: | | \$4,000,000 | Total Shares: | | 0 | 553,750 | | |

Any additional material details, including footnotes to the table are below :

- (1) The aggregate amount advanced under the Note is due by the Company on the earlier of: (i) August 18, 2025 or (ii) the date on which Company consummates an initial business combination with a target business and payable in private placement units, \$10.00 per unit. The Note does not bear interest. In the event that the Company does not consummate a business combination, the Note will be repaid only from amounts remaining outside of the Company's trust account, if any.
- (2) The principal sum of one million, four hundred seventy-five thousand dollars (\$1,475,000). In the case of an Event of Default (as defined below), this note shall bear interest at a rate of ten percent (10%) per annum on any outstanding principal amount commencing on the date on which the Company receives a written notice from Holder declaring an Event of Default as provided below until such event of default is cured. The principal amount of this Note shall be payable one year from the date first written above (the "Maturity Date"). Upon the closing of one or more financings from the sale of any equity or equity derivative instruments of the Company (or its successor-in-interest) and/or any of its indirect or direct subsidiaries (a "Financing"), the Company and/or its legal successor shall be responsible to wire or cause to be wired eight percent (8%) of the generated aggregate gross proceeds to the bank account of D. Boral (pursuant to the wire instructions provided by D. Boral in writing to the Company) as a required payment (or payments) towards this Note and the outstanding principal shall be reduced accordingly.
- (3) The conversion price (the "Conversion Price") per share shall equal four dollars (\$4) for the thirty (30) days immediately following the Issue Date (as defined therein), and thereafter shall equal the lowest closing price of the common stock

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

during the preceding twenty-five (25) Trading Day (as defined therein) period ending on the latest complete Trading Day prior to the Conversion Date (as defined therein) of the Convertible Note. If an Event of Default (as defined therein) under the Convertible Note has occurred, an Investor, in his/her sole discretion, may elect to use a Conversion Price equal to the lower of: (i) the lowest traded price of the common stock of the Company on the Principal Market on the Trading Day immediately preceding the Issue Date or (ii) 95% of either the lowest traded price or the closing bid price, whichever is lower for the Company's common stock on the Principal Market during any Trading Day in which the Event of Default has not been cured.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Ray Chen

Title: CEO & CFO

Date: June 29, 2025

Signature: Ray Chen

(Digital Signatures should appear as "/s/ [OFFICER NAME]")