**JBM (Healthcare) Limited**

**健倍苗苗(保健)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2161)**

# PROPOSED SPIN-OFF AND SEPARATE LISTING OF JPJ (TCM) LIMITED ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

## THE PROPOSED SPIN-OFF

The Company proposes to spin-off and separately list the Group's branded PCM products and Chinese medicine clinic services businesses on the Main Board of the Stock Exchange by way of a global offering of the JPJ Shares. The separate listing of the JPJ Shares constitutes a spin-off of JPJ by the Company under PN15.

In connection with the Proposed Spin-off, the Company had made an application to the Stock Exchange in compliance with PN15. On 26 June 2026, the Listing Committee confirmed that the Company may proceed with the Proposed Spin-off.

On 17 July 2026, JPJ submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the JPJ Shares on the Main Board of the Stock Exchange.

As at the date of this announcement, JPJ is a wholly-owned subsidiary of the Company and it is intended that upon completion of the Proposed Spin-off, the Company will hold not less than 50% of the total issued share capital of JPJ, which will remain as a subsidiary of the Company.

The Spin-off Group is principally engaged in the manufacturing, marketing and distribution of branded PCM products and the provision of Chinese medicine clinic services.

**LISTING RULES IMPLICATIONS**

The Proposed Spin-off will be effected by way of a global offering of the JPJ Shares. The global offering, if materialised, will constitute a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. The highest applicable percentage ratio under the Listing Rules for the Proposed Spin-off and Listing is currently expected to be more than 5% but less than 25%, hence the Proposed Spin-off and Listing is expected to constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and will be subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement. The Company will comply with the requirements under paragraph 3(e)(1) of PN15 (where applicable) and the applicable requirements of Chapter 14 of the Listing Rules as and when necessary. This announcement is published pursuant to PN15.

**GENERAL**

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

**As the Proposed Spin-off is subject to, among other things, the approval by the Listing Committee, market conditions and other considerations, the Proposed Spin-off may or may not materialise. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.**

**THE PROPOSED SPIN-OFF**

The Company announces that it proposes to spin-off and separately list the shares of JPJ, a wholly-owned subsidiary of the Company, on the Main Board of the Stock Exchange by way of a global offering of the JPJ Shares. The separate listing of the JPJ Shares constitutes a spin-off of JPJ by the Company under PN15.

In connection with the Proposed Spin-off, the Company had made an application to the Stock Exchange in compliance with PN15. On 26 June 2026, the Listing Committee confirmed that the Company may proceed with the Proposed Spin-off.

On 17 July 2026, JPJ submitted a listing application form (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the JPJ Shares on the Main Board of the Stock Exchange.

Details of the Proposed Spin-off have yet to be finalised. As at the date of this announcement, JPJ is a wholly-owned subsidiary of the Company and it is intended that upon completion of the Proposed Spin-off, the Company will hold not less than 50% of the total issued share capital of JPJ, which will remain as a subsidiary of the Company.

**THE SPIN-OFF GROUP**

The Spin-off Group is a PCM group in Hong Kong with a vertically integrated Chinese medicine business model centred on a portfolio of trusted heritage PCM brands with refined formulations and efficacious indications, and is principally engaged in the manufacturing, marketing and distribution of branded PCM products and the provision of Chinese medicine clinic services.

**REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF**

The Board considers that the Proposed Spin-off will be in the interests of the Company and the Shareholders taken as a whole for the following reasons:

(i) *Creation of a new and sustainable platform for a comprehensive offering of branded PCM products and Chinese medicine clinic services:* The Proposed Spin-off is expected to enable the Spin-off Group to emerge as a new platform which offers comprehensive Chinese medicine products and Chinese medicine clinic services to the broader consumer market. It aims to integrate heritage, proven efficacy and consumer trust associated with its branded PCM products with the professionalism of Chinese medicine clinic services, providing consumers and patients with comprehensive Chinese medicine solutions. The Proposed Spin-off is expected to enhance the overall corporate identity, corporate governance and brand recognition among target consumers for the products and services offered by the Spin-off Group.

(ii) *Unlocking the value of heritage branded PCM products through dedicated brand management:* The Spin-off Group possesses a portfolio of trusted heritage branded PCM products with long operating histories, through which these brands have established enduring connections, trust and credibility with consumers across generations. Examples include Po Chai Pills, Tin Hee Tong Tin Hee Pills, Flying Eagle Wood Lok Medicated Oil, Shiling Oil, Tong Tai Chung Medicated Oil and Konsodona Medicated Oil.

The Proposed Spin-off is expected to enable the Spin-off Group to better showcase and realise the value of the brand heritage of these products through a clear corporate identity, allowing dedicated marketing resources and brand management efforts to be focused on these branded PCM products.

(iii) *Enhanced strategic and management focus:* Given the clear distinction between the nature of products and services offered by the Spin-off Group and the Group, with the Spin-off Group focusing on Chinese-medicine related products and services, the Proposed Spin-off would allow both the Spin-off Group and the Group to better align their management focus, resources and strategies with their respective businesses in the Chinese medicine and non-Chinese medicine sectors.

The Proposed Spin-off will enable the Spin-off Group to prioritise the development, marketing, geographic expansion and regulatory compliance of its branded PCM products and Chinese medicine clinic services. In addition, in view of the new Chinese medicine clinic services to be provided by the Spin-off Group, the Proposed Spin-off provides a good opportunity for the Spin-off Group to realise synergies between its product offerings and clinic services.

Among other benefits, the Chinese medicine clinics of the Spin-off Group will provide a direct selling platform for its branded PCM products, enabling direct engagement with and access to end customers. These synergies are expected to strengthen customer relationships, brand recognition and the overall market position of the Spin-off Group's Chinese medicine business. At the same time, the Group would be able to focus its efforts on brand promotion in the non-Chinese medicine market, capturing growing demand, business potential and expansion of its own branded medicines portfolio, thereby strengthening consumer loyalty towards its branded medicines and health and wellness products.

Accordingly, the Proposed Spin-off would allow the Group and the Spin-off Group to pursue their distinct operating priorities and strategies more effectively, and would enable the management of both groups to concentrate on the unique growth opportunities in their respective markets so as to achieve long-term growth and profitability.

(iv) *Distinct investment identity:* The Proposed Spin-off is expected to provide an opportunity to enhance of the overall value of the Group as a whole. It is expected to unlock the value of the Spin-off Group's business and allow the investors to assess and value the businesses of the Group and the Spin-off Group separately, according to their respective characteristics. This clearer investment distinction reflects the fundamentally different nature of their respective product and service offerings.

In addition to differences in product differentiation and regulatory cycles, the business of the Spin-off Group also differs from that of the Group in other important aspects, including marketing and promotion.

(v) *Direct access to capital markets:* The Proposed Spin-off will provide JPJ with its own listing platform and independent equity structure, affording it direct and independent access to the capital markets for debt and equity financing. This will enable JPJ to raise capital on a standalone basis, identify strategic partners and pursue mergers and acquisitions with greater financial flexibility and using its own resources, thereby supporting the execution of its long-term growth strategy.

## ASSURED ENTITLEMENT

In giving due regard to the interests of the Shareholders as required under PN15, the Company proposes to provide qualifying Shareholders with an assured entitlement to the JPJ Shares by way of a preferential offering. Details of such assured entitlement have not yet been finalised and the Company will make further announcement(s) in this regard as and when appropriate.

## INFORMATION ON THE GROUP

The Company is a Hong Kong-based company engaged in manufacturing, marketing and distribution of branded healthcare products with a product footprint across Greater China, Southeast Asia and other select countries. The Group is principally engaged in the manufacturing and trading of branded healthcare products, comprising consumer healthcare products and proprietary Chinese medicines.

## LISTING RULES IMPLICATIONS

The Proposed Spin-off will be effected by way of a global offering of the JPJ Shares. The global offering, if materialised, will constitute a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules. The highest applicable percentage ratio under the Listing Rules for the Proposed Spin-off and Listing is currently expected to be more than 5% but less than 25%, hence the Proposed Spin-off and Listing is expected to constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and will be subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement. The Company will comply with the requirements under paragraph 3(e)(1) of PN15 (where applicable) and the applicable requirements of Chapter 14 of the Listing Rules as and when necessary. This announcement is published pursuant to PN15.

## GENERAL

A redacted form of the Application Proof is expected to be available on the Stock Exchange's website at https://www1.hkexnews.hk/app/appindex.html. The Application Proof contains, among other things, certain business and financial information relating to the Spin-off Group. Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which may be material.

Shareholders and other investors are reminded that there is no assurance that the Listing Committee will approve the Proposed Spin-off. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate.

**As the Proposed Spin-off is subject to, among other things, the approval by the Listing Committee, market conditions and other considerations, the Proposed Spin-off may or may not materialise. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

| | |
|---|---|
| "Application Proof" | the application proof of the listing document of JPJ |
| "Board" | the board of Directors |
| "Company" | JBM (Healthcare) Limited (健倍苗苗(保健)有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 02161) |
| "Director(s)" | director(s) of the Company |
| "Group" | the Company and its subsidiaries |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "JPJ" | JPJ (TCM) Limited (保濟元和(TCM)有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 26 March 2026 |
| "JPJ Shares" | ordinary share(s) with nominal value of HK$0.01 each in the share capital of JPJ |
| "Listing Committee" | the Listing Committee of the Stock Exchange |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "PCM" | proprietary Chinese medicine as defined in section 2 of, or Chinese herbal medicines as defined and regulated under, the Chinese Medicine Ordinance (Chapter 549 of the Laws of Hong Kong) |
| "PN15" | Practice Note 15 to the Listing Rules |
| "Proposed Spin-off" | the proposed spin-off and separate listing of the JPJ Shares on the Main Board of the Stock Exchange |
| "Shareholders" | shareholders of the Company |
| "Spin-off Group" | JPJ and its subsidiaries |

| | |
|---|---|
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent |

By Order of the Board
**JBM (Healthcare) Limited**
**YIM Chun Leung**
*Executive Director*

Hong Kong, 17 July 2026

*As at the date of this announcement, the Board comprises Mr. Sum Kwong Yip, Derek (also as Chairman and Chief Executive Officer), Mr. Yim Chun Leung and Dr. Cheng Celine Heung Kwan as executive Directors, Mr. Yeung Kwok Chun, Harry and Professor Xu Hongxi as non-executive Directors, and Mr. Chan Kam Chiu, Simon, Mr. Luk Ting Lung, Alan and Mr. Lau Shut Lee, Tony as independent non-executive Directors.*