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If you have sold or transferred all your shares in JBM (Healthcare) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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JBM (Healthcare) Limited

健倍苗苗 (保健) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2161)

**(1) PROPOSED RE-ELECTION OF DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES AND
SELL TREASURY SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of JBM (Healthcare) Limited to be held by way of virtual meeting via the Vistra eVoting Portal on Monday, 10 August 2026 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 8 August 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting via the Vistra eVoting Portal at the Annual General Meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jbmhealthcare.com.hk>).

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This circular is prepared in both English and Chinese.

In the event of inconsistency, the English text of this circular will prevail.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

The Annual General Meeting will be held by way of a virtual meeting and the Shareholders will not be able to attend the Annual General Meeting in person.

Shareholders wishing to attend and vote at the Annual General Meeting virtually via the Vistra eVoting Portal should follow the instructions by using the designated URL and the login details provided on the notification letter (the “**Notification Letter**”) to be sent together with this Circular, on how to access the webcast. The Shareholders can view, listen and ask questions at the live webcast of the Annual General Meeting via electronic means. You will be able to access the live webcast at the start of the Annual General Meeting until its conclusion. Shareholders **MUST NOT** forward the URL and your login details to other persons who are not the Shareholders and who are not entitled to attend the Annual General Meeting.

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can be achieved in one of the following ways:

- (1) attend the Annual General Meeting electronically via the Vistra eVoting Portal which enables live streaming and interactive platform for submitting questions and voting online via mobile phone, tablets, or computer devices; or
- (2) appoint the chairman of the Annual General Meeting or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the Vistra eVoting Portal.

Your proxy’s authority and instruction will be revoked if you attend and vote at the Annual General Meeting or via the Vistra eVoting Portal.

If your proxy (except when the chairman of the Annual General Meeting is appointed as proxy) wishes to attend the Annual General Meeting and vote online, you must provide a valid email address on the proxy form for the necessary arrangements. If no email address is provided, your proxy cannot attend the Annual General Meeting and vote online. The email address provided will be used by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending and voting at the Annual General Meeting via the Vistra eVoting Portal. If your proxy has not received the login details by email by 4:00 p.m. on Friday, 7 August 2026, you should contact the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited by email to emeeting@vistra.com or via eVoting hotline at +852 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding public holidays in Hong Kong) for the necessary arrangements. Shareholders can refer to the notice of the Annual General Meeting and the Online Meeting User Guide (by scanning the QR code as printed on the Notification Letter) in relation to attending the Annual General Meeting by electronic means.

Completion and return of the form of proxy will not preclude you from attending and voting or via the Vistra eVoting Portal at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which will be used by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending the Annual General Meeting electronically in the Vistra eVoting Portal.

If you have any questions relating to the arrangement of the Annual General Meeting, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited by email to emeeting@vistra.com or via telephone hotline at +852 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding public holidays in Hong Kong) for assistance.

Shareholders are advised to check the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.jbmhealthcare.com.hk>) for, if any, the latest announcement and information relating to the Annual General Meeting.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held by way of virtual meeting via the Vistra eVoting Portal on Monday, 10 August 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 29 of this circular, or any adjournment thereof
“applicable laws”	any applicable laws and regulations of Hong Kong or other relevant jurisdictions (including but not limited to the Listing Rules and the Takeovers Code)
“Articles of Association”	the articles of association of the Company currently in force
“associate”	shall have the meaning ascribed to it in the Listing Rules
“Audit Committee”	the audit committee of the Company
“auditor(s)”	the auditors of the Company for the time being
“Board”	the board of Directors or a duly authorised committee thereof
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Chairman”	the chairman of the Board
“close associate”	shall have the meaning ascribed to it in the Listing Rules
“Company”	JBM (Healthcare) Limited (健倍苗苗(保健)有限公司), an exempted company incorporated in the Cayman Islands on 7 January 2020 with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2161)
“connected person”	shall have the meaning ascribed to it in the Listing Rules

DEFINITIONS

“controlling shareholder”	shall have the meaning ascribed to it in the Listing Rules
“core connected person”	shall have the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company for the time being
“Executive Committee”	the executive committee of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and/or deal with (including any sale or transfer of Treasury Shares) additional Shares of not exceeding 20% of the total number of issued shares (excluding any Treasury Shares) of the Company as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting
“Jacobson Pharma”	Jacobson Pharma Corporation Limited (雅各臣科研製藥有限公司), a company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board (stock code: 2633)
“Jacobson Pharma Group”	Jacobson Pharma and its subsidiaries
“Latest Practicable Date”	9 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Main Board”	Main Board of the Stock Exchange
“Model Code”	Model Code for Securities Transaction by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of the Company with nominal value of HK\$0.01 each or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, Shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	shall have the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles of Association which, for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“URL”	Uniform Resource Locator
“%”	per cent

LETTER FROM THE BOARD



JBM (Healthcare) Limited

健倍苗苗 (保健) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2161)

Executive Directors:

Mr. Sum Kwong Yip, Derek

(also as Chairman and Chief Executive Officer)

Mr. Yim Chun Leung

Dr. Cheng Celine Heung Kwan

Non-executive Directors:

Mr. Yeung Kwok Chun, Harry

Professor Xu Hongxi

Independent Non-executive Directors:

Mr. Chan Kam Chiu, Simon

Mr. Luk Ting Lung, Alan

Mr. Lau Shut Lee, Tony

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Corporate Headquarters and
Principal Place of Business
in Hong Kong:*

Units 808-811, 8th Floor

C-Bons International Centre

108 Wai Yip Street

Kwun Tong

Kowloon, Hong Kong

16 July 2026

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES AND
SELL TREASURY SHARES
AND
(3) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 10 August 2026.

2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Sum Kwong Yip, Derek, 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.

In accordance with Articles 83.(3), 84.(1), 84.(2) of the Articles of Association, Mr. Sum Kwong Yip, Derek, Mr. Yim Chun Leung, Mr. Yeung Kwok Chun, Harry, Professor Xu Hongxi and Mr. Luk Ting Lung, Alan shall retire at the Annual General Meeting. Professor Xu Hongxi will not offer himself for re-election at the Annual General Meeting due to pursuing other business commitments. Professor Xu Hongxi has confirmed that he has no claims whatsoever against the Company for fees or compensation for loss of office and he has no disagreement with the Board and there is no matter relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. Being eligible, Mr. Sum Kwong Yip, Derek, Mr. Yim Chun Leung, Mr. Yeung Kwok Chun, Harry and Mr. Luk Ting Lung, Alan, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the above-mentioned Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of Mr. Sum Kwong Yip, Derek, Mr. Yim Chun Leung, Mr. Yeung Kwok Chun, Harry and Mr. Luk Ting Lung, Alan, who are due to retire at the Annual General Meeting.

On the re-appointment of Mr. Luk Ting Lung, Alan as independent non-executive Director, the Nomination Committee considered, and the Board shared the same views, that at all times during his period of directorship with the Company, Mr. Luk Ting Lung, Alan has properly discharge his duties and responsibilities as an independent non-executive Director and has made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. In addition, the Company received a confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. In this regard, the Board is satisfied that Mr. Luk Ting Lung, Alan is the person of integrity and stature and believes that his re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of his invaluable experience, contribution and participation.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28 July 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting (i.e. a total of 82,200,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

With effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel repurchased Shares and to adopt a framework to govern the resale of Treasury Shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be subject to the ordinary resolution in item 10 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND SELL TREASURY SHARES

At the annual general meeting of the Company held on 28 July 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting (i.e. a total of 164,400,000 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board has recommended the re-appointment of KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration. The estimated audit fee agreed with the auditor for the audit services relating to the year ending 31 March 2027 is approximately HK\$2,600,000, which was estimated based on the market rates, expected audit scope and audit timetable. The fee is subject to adjustment in the event of any change in the audit scope.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 24 to 29 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules. None of the Shareholders is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jbmhealthcare.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the Vistra eVoting Portal by using the username and password provided on the Notification Letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 8 August 2026 or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting via the Vistra eVoting Portal at the Annual General Meeting if you so wish.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, granting of the Share Repurchase Mandate and the Issuance Mandate, and proposed re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
JBM (Healthcare) Limited
YU Chun Kau
Company Secretary

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Sum Kwong Yip, Derek

Mr. Sum Kwong Yip, Derek (“Mr. Sum”), aged 63, was appointed as a non-executive Director and Chairman on 22 September 2020 and was re-designated as an executive Director on 12 June 2025 and appointed as the chief executive officer of the Company on 30 April 2026. He has served as the Chairman and the chief executive officer of the Company, the chairman of the Nomination Committee since 4 February 2021, and the chairman of the Executive Committee since 12 June 2025. He is also the director of the substantial Shareholders (namely Queenshill Development Limited and Lincoln’s Hill Development Limited) and a controlling Shareholder (namely Lincoln’s Hill Development Limited). With extensive experience in the pharmaceutical industry, Mr. Sum is responsible for overall strategic planning and direction of the Group. He has over 38 years of strategic and corporate management experience in the pharmaceutical industry.

Mr. Sum has been serving as the chairman of the board of directors, the chief executive officer and an executive director of Jacobson Pharma (listed on the Stock Exchange) (stock code: 2633) since 1 April 2026.

Mr. Sum founded Jacobson Pharma Group in September 1998, he was mainly responsible for business management and strategic development. Prior to founding Jacobson Pharma Group, Mr. Sum held various management positions with several multi-national corporations. He started his career in the pharmaceutical industry with Sandoz Division of Edward Keller Limited in April 1988 and moved on to take up a management position with Watsons Pharmaceutical Limited under Hutchison Whampoa Limited in December 1988. In 1990, Watsons Pharmaceutical Limited was renamed as JDH Pharmaceutical Limited. Since then, Mr. Sum had worked in the Inchcape Group and he was the chief executive of the pharmaceutical division under Inchcape JDH Limited in 1998 before he embarked upon his entrepreneurial pursuit with Jacobson Pharma Group. Since June 2007, Mr. Sum has also been a member of the advisory board at the School of Pharmacy of The Chinese University of Hong Kong. He has also been appointed as a member of Chinese Medicines Industry Subcommittee under the Chinese Medicine Development Committee for a term of two years with effect from 1 February 2025.

Mr. Sum graduated from Cardiff University (formerly known as the University of Wales) in the United Kingdom (“UK”) with an honorary bachelor’s degree in Pharmacy in July 1986 and was registered as a pharmaceutical chemist and accredited as a member of The Royal Pharmaceutical Society of Great Britain (formerly known as the Pharmaceutical Society of Great Britain) in August 1987. He was admitted into the registrar as a registered pharmacist under the Pharmacy and Poisons Board of Hong Kong in October 1987.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Sum has entered into a letter of appointment with the Company for a term commencing from 22 September 2023 until 31 March 2026, which has been replaced and superseded by a service agreement with the Company with effect from 1 April 2026 to 31 March 2029, which shall continue unless terminated earlier by either party serving on the other party three months' notice in writing, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Listing Rules and the Articles of Association. Mr. Sum will hold the office until the Annual General Meeting and be subject to re-election in accordance with Article 83.(3) of the Articles of Association.

Under the service agreement with the Company, Mr. Sum is entitled to (i) receive a fee of HK\$50,000 per month with effect from 1 April 2026; (ii) receive a discretionary bonus which shall be determined by the Board, at its sole discretion, from time to time; and (iii) participate at the discretion of the Board in the Company's share award scheme or other share option, share award or incentive scheme of the Company on such terms as may be determined by the Board from time to time. For the financial year ended 31 March 2026, Mr. Sum's total remuneration was HK\$15,753,000, comprising of director's fee, salaries, allowances and benefits in kind, discretionary bonus, retirement scheme contributions and share-based payment. The remuneration of Mr. Sum is determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market benchmark as well as his roles and duties within the Group.

As at the Latest Practicable Date, Mr. Sum had interest of 588,723,346 Shares in the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, Mr. Sum (1) has not held any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas; (2) does not hold any other position with the Company or other members of the Group; and (3) does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no information of Mr. Sum that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Sum that need to be brought to the attention of the Shareholders.

(2) Mr. Yim Chun Leung

Mr. Yim Chun Leung ("Mr. Yim"), aged 64, was appointed as a non-executive Director on 22 September 2020 and was re-designated as an executive Director on 12 June 2025 and appointed as an authorised representative of the Company on 8 July 2025. He has served as a member of the Remuneration Committee since 4 February 2021 and a member of the Executive Committee since 12 June 2025. Mr. Yim has over 41 years of experience in the auditing, accounting and corporate finance fields. He is responsible for advising on corporate strategies and operation management of the Group as a member of the Board.

Mr. Yim has been appointed as an executive director of Jacobson Pharma since 1 April 2016.

Mr. Yim has served in numerous companies listed on the Main Board. From May 2014 to February 2023, he served as an independent non-executive director of China New City Commercial Development Limited (currently known as China New City Group Limited, stock code: 1321). Mr. Yim served as an executive director of LVGEM (China) Real Estate Investment Company Limited (stock code: 95) from December 2004 and its chief executive officer from July 2014, respectively until he resigned in March 2016. From May 2002 to June 2004, Mr. Yim served as the financial controller of Soundwill Holdings Limited (stock code: 878). From December 2000 to February 2002, Mr. Yim served as the chief financial officer of Sinolink Worldwide Holdings Limited (now known as Z Fin Limited, stock code: 1168). From January 1998 to April 1999, Mr. Yim served as an executive director of NPH International Holdings Limited (currently known as Concord New Energy Group Limited, stock code: 182). From January 1994 to January 1998, Mr. Yim served as the finance director of Tysan Holdings Limited (stock code: 687). From June 1987 to December 1993, Mr. Yim worked at GPI International Limited (a subsidiary of Gold Peak Technology Group Limited, stock code: 40) and his last position was assistant financial controller.

Mr. Yim obtained a master of Business Administration degree from the University of Manchester, UK in June 2008. He has been a non-practising member of the Hong Kong Institute of Certified Public Accountants since January 1991 and a fellow of the Association of Chartered Certified Accountants (formerly the Chartered Association of Certified Accountants) since October 1995.

Mr. Yim has entered into a letter of appointment with the Company for a term commencing from 22 September 2023 until 31 March 2026, which has been replaced and superseded by a service agreement with the Company with effect from 1 April 2026 to 31 March 2029, which shall continue unless terminated earlier by either party serving on the other party three months' notice in writing, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Listing Rules and the Articles of Association. Mr. Yim will hold the office until the Annual General Meeting and be subject to re-election in accordance with Article 83.(3) of the Articles of Association.

Under the service agreement with the Company, Mr. Yim is entitled to (i) receive a fee of HK\$220,000 per annum with effect from 1 April 2026; (ii) receive a discretionary bonus which shall be determined by the Board, at its sole discretion, from time to time; and (iii) participate at the discretion of the Board in the Company's share award scheme or other share option, share award or incentive scheme of the Company on such terms as may be determined by the Board from time to time. For the financial year ended 31 March 2026, Mr. Yim's total remuneration was HK\$4,324,000, comprising of director's fee, salaries, allowances and benefits in kind, and share-based payment. The remuneration of Mr. Yim is determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market benchmark as well as his roles and duties within the Group.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Yim had interest of 14,096,390 Shares in the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, Mr. Yim (1) has not held any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas; (2) does not hold any other position with the Company or other members of the Group; and (3) does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no information of Mr. Yim that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yim that need to be brought to the attention of the Shareholders.

(3) Mr. Yeung Kwok Chun, Harry

Mr. Yeung Kwok Chun, Harry (“Mr. Yeung”), aged 67, has been appointed as a non-executive Director with effect from 22 September 2020 and was a member of the Nomination Committee since from 9 March 2024 to 28 July 2025. Mr. Yeung has over 42 years of experience in the pharmaceutical and Chinese medicinal herbal industry. He is responsible for advising on corporate strategies and business plans in relation to our Group’s business in China.

Prior to joining us, Mr. Yeung held various managerial positions in both local and international pharmaceutical companies, covering areas such as strategic planning, research and development, marketing and corporate affairs. He had worked at LKK Health Products Group for over 24 years, where he held various positions such as senior vice president from March 2007 to December 2018, and his last held position was senior advisor to the chairman of LKK Health Products Group Limited from January 2018 to December 2018. Mr. Yeung’s roles in LKK Health Products Group also included serving as senior vice president of Infinitus (China) Limited, where he led his team in successfully applying for the direct selling license for such company, implementing brand internationalisation strategy, brand equity management, strengthening the company’s research and development excellence, scientific collaborations and product development, and implementation of corporate social responsibility strategies. He was appointed as the director of corporate development of LKK Health Products Group Limited in April 2001. He was also a general manager of Caring International Group Limited from October 1995 to March 2001, during which he was responsible for the management of its direct selling business whilst concurrently acting as the managing director of the Hong Kong Traditional Chinese Medicine Research Centre, a collaborative research venture and research facility established jointly by LKK Group Limited and The Hong Kong University of Science & Technology, where his term of office commenced in July 1996. He joined Lee Kum Kee Pharmaceutical Company Limited as a general manager in December 1994, where he was responsible for developing and executing business plans. From July 1990 to October 1994, Mr. Yeung was general manager of the Glaxo Laboratories Division of Glaxo

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Hong Kong Limited, where he was responsible for the overall management, including sales and marketing, training and strategic planning. In July 1978, he started his career in the pharmaceutical industry as a medical representative at Glaxo Hong Kong Limited.

Mr. Yeung received a diploma in Management Studies and a master's degree in Business Administration from The Hong Kong Polytechnic University in November 1986 and November 1993, respectively. He also obtained a diploma in Marketing from The Institute of Marketing, UK in November 1985. Mr. Yeung also held various public roles in government and Chinese medicine professional associations in Chinese Mainland and Hong Kong. In Chinese Mainland, he was a member of the twelfth Jilin Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議吉林省第十二屆委員會) from January 2018 to January 2023. In Hong Kong, Mr. Yeung has been a founding member of Modernized Chinese Medicine International Association Limited since 2000, a chairman and company secretary of MCMIA Foundation Limited since June 2014 and March 2022 respectively. He was a member of the Chinese Medicines Industry Subcommittee under the Chinese Medicine Development Committee at the Health Bureau of the Government of the HKSAR from March 2019 to February 2025 and the Regulatory Committee of Chinese Medicines Traders at the Chinese Medicine Council of Hong Kong from July 2015 to July 2021. Mr. Yeung was appointed to act as the adviser of School of Chinese Medicine of The Chinese University of Hong Kong for a term of three years from 1 September 2022 to 31 August 2025 and then re-appointed for a term of three years from 1 September 2025 onwards. With effect from 19 October 2022, he also serves as the member of steering committee of Research Centre for Chinese Medicine Innovation (RCMI) under The Hong Kong Polytechnic University, for a term until 30 September 2027. He was also appointed as the council and court member of Hong Kong Baptist University with effect from 1 January 2023 to 31 December 2025 and then re-appointed for a term of three years from 1 January 2026 onwards. Mr. Yeung was appointed as member of Advisory Committee on Chinese Medicine Development Fund with effect from 1 March 2025 for a term of two years. Mr. Yeung was appointed as a member of Advisory Committee of School of Chinese Medicine of The University of Hong Kong for the period from 16 February 2026 to 16 February 2029.

Mr. Yeung is a founding member of Hong Kong Asthma Society, which is a non-profit charitable organisation established in 1989 to provide information and services about asthma.

Mr. Yeung has entered into a letter of appointment with the Company for a term commencing from 22 September 2023 until 31 March 2026, which has been replaced and superseded by a renewed letter of appointment with the Company with effect from 1 April 2026 to 31 March 2029, which shall continue unless terminated earlier by either party serving on the other party one month's notice in writing, subject to retirement earlier by rotation and re-election at the Annual General Meeting pursuant to the Listing Rules and the Articles of Association. Mr. Yeung will hold the office only until the Annual General Meeting and be subject to re-election in accordance with Articles 84.(1) and 84.(2) of the Articles of Association.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Under his renewed letter of appointment with the Company, Mr. Yeung is entitled to receive a fee of HK\$220,000 per annum with effect from 1 April 2026. In addition to the aforementioned remuneration, Mr. Yeung is also entitled to (i) receive a discretionary bonus which shall be determined by the Board, at its sole discretion, from time to time; and (ii) participate at the discretion of the Board in the Company's share award scheme adopted on 18 January 2021 and amended on 21 September 2023 or other share option, share award or incentive scheme of the Company on such terms as may be determined by the Board from time to time. For the financial year ended 31 March 2026, Mr. Yeung's director's fee was HK\$220,000. The director's fee of Mr. Yeung was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market benchmark as well as his roles and duties within the Group.

As at the Latest Practicable Date, Mr. Yeung had interest of 379,500 Shares in the Company within the meaning of Part XV of the SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, Mr. Yeung (1) has not held any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas; (2) does not hold any other position with the Company or other members of the Group; and (3) does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no information of Mr. Yeung that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yeung that need to be brought to the attention of the Shareholders.

(4) Mr. Luk Ting Lung, Alan

Mr. Luk Ting Lung, Alan ("Mr. Luk"), aged 64, has been appointed as an independent non-executive Director since 18 January 2021, the chairman of the Remuneration Committee and member of the Audit Committee and the Nomination Committee since 4 February 2021, and the chairman of the Audit Committee since 9 March 2024. Mr. Luk has over 39 years of experience in the financial services industry. He is responsible for providing independent advice and judgment to our Board.

Mr. Luk was appointed as an independent non-executive director of Jacobson Pharma (stock code: 2633) with effect from 28 July 2025.

Since 12 August 2022, Mr. Luk served as the responsible officer and managing director of Winner Zone Family Office Limited, a licensed insurance broker company. With effect from December 2021, Mr. Luk served as the responsible officer, chief executive officer and chief investment officer of Winner Zone Asset Management Limited, a company licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. He ceased as the chief investment officer of Winner Zone Asset Management Limited with effect from 1 May 2025.

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From November 2010 to September 2021, Mr. Luk has been the head of private banking and trust services at Hang Seng Bank Ltd. (a company whose shares were listed on the Stock Exchange (stock code: 0011) and then privatised in January 2026), where he was primarily responsible for the overall management of the private banking and trust services. He also previously served as the head of investment advisory at Hang Seng Bank Ltd. from November 2008 to October 2010.

From November 1999 to October 2008, Mr. Luk had held various roles at American Express Bank Ltd., Hong Kong, including serving as its alternate chief executive. His responsibilities included balance sheet management, investment product sales and development, the establishment of risk management systems and internal controls over the bank's activities and operations. Before that, Mr. Luk had worked at Schroders Asia Ltd., Hong Kong from June 1990 to November 1999, with his last held position there as assistant director, during which he was involved in managing its dealing and trading activities. Previously, Mr. Luk had worked at HSBC Investment Bank Asia Limited (formerly known as Wardley Limited) from March 1984 to June 1990, with his last held position there as a bond trader.

Mr. Luk received his master's degree in Business Administration from Murdoch University, Perth, Australia in July 1999 through distance learning. He then obtained his master of science degree in Global Finance jointly conferred by The Hong Kong University of Science and Technology and the New York University Leonard N. Stern School of Business, U.S. in May 2009.

Mr. Luk has entered into a letter of appointment with the Company for a term commencing from 19 January 2024 until 31 March 2026, which has been replaced and superseded by a renewed letter of appointment with the Company with effect from 1 April 2026 to 31 March 2029, which shall continue unless terminated earlier by either party serving on the other party one month's notice in writing, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Listing Rules and the Articles of Association. Mr. Luk will hold the office only until the Annual General Meeting and be subject to re-election in accordance with Articles 84.(1) and 84.(2) of the Articles of Association.

Under his renewed letter of appointment with the Company, Mr. Luk is entitled to receive a fee of HK\$220,000 per annum with effect from 1 April 2026. For the financial year ended 31 March 2026, Mr. Luk's director's fee was HK\$220,000. The director's fee of Mr. Luk was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market benchmark as well as his roles and duties within the Group.

As at the Latest Practicable Date, Mr. Luk does not hold any interest in Shares or underlying Shares within the meaning of Part XV of the SFO as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Luk (1) has not held any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas; (2) does not hold any other position with the Company or other members of the Group; and (3) does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Luk has confirmed (i) his independence regarding each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) that there are no other factors that may affect his independence as of the Latest Practicable Date and the anticipated date of his re-election.

Save as disclosed above, there is no information of Mr. Luk that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Luk that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 822,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 822,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 82,200,000 Shares, representing 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month and Year	Price per Share	
	Highest HK\$	Lowest HK\$
July 2025	3.43	2.90
August 2025	3.19	2.85
September 2025	3.12	2.89
October 2025	3.04	2.83
November 2025	3.11	2.71
December 2025	2.94	2.54
January 2026	2.83	2.61
February 2026	2.80	2.64
March 2026	2.80	2.56
April 2026	2.80	2.40
May 2026	2.56	2.35
June 2026	2.40	1.84
July 2026 (up to the Latest Practicable Date)	2.09	1.95

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

As stated in “3. Proposed Granting of General Mandate to Repurchase Shares” in the Letter from the Board, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company’s own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

No core connected person has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder’s interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the shareholding of the substantial Shareholders are as follows:

Name	Nature of Interests	Number of Shares held ^(Note 1)	Approximate percentage of shareholding in the Company (%)
Lincoln's Hill Development Limited ("Lincoln's Hill") ^(Note 2)	Beneficial owner	322,834,578	39.27
Kingshill Development Group Inc ^(Note 2)	Interest in controlled corporation	322,834,578	39.27
UBS Trustees (B.V.I.) Limited ^(Note 2)	Interest in controlled corporation Trustee	322,834,578	39.27
Queenshill Development Limited ^(Note 2)	Beneficial owner	196,851,318	23.95
Mr. Sum ^(Note 2)	Interest in controlled corporation Settlor of trust Beneficial owner Beneficiary of trusts	588,723,346	71.62

Notes:

- (1) All Shares are held in long position.
- (2) Lincoln's Hill is wholly-owned by Kingshill Development Group Inc under The Kingshill Trust, a discretionary trust established by Mr. Sum (as the settlor) with Mr. Sum and his family members as the discretionary beneficiaries. Kingshill Development Group Inc is in turn wholly-owned by UBS Trustees (B.V.I.) Limited (the trustee of The Kingshill Trust) through its nominee, UBS Nominees Limited. By virtue of the SFO, (i) each of Kingshill Development Group Inc, UBS Trustees (B.V.I.) Limited and Mr. Sum is deemed to be interested in the Shares in which Lincoln's Hill is interested; and (ii) Mr. Sum is the sole shareholder of Queenshill Development Limited. By virtue of the SFO, Mr. Sum is deemed to be interested in the 196,851,318 Shares held by Queenshill Development Limited. For the purpose of the Takeovers Code, Mr. Sum is taken to have an interest in a total of 588,723,346 Shares, representing approximately 71.62% of the total number of Shares.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. Sum would be increased to 79.58% of the issued Shares.

The Directors have no intention to exercise the Share Repurchase Mandate such that the number of Shares held by the public will fall below 25% of the total number of issued Shares, being the minimum public float requirement under the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



JBM (Healthcare) Limited

健倍苗苗 (保健) 有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2161)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of JBM (Healthcare) Limited (the “**Company**”) will be held at by way of virtual meeting on Monday, 10 August 2026 at 10:00 a.m. for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company, the report of the directors and the independent auditor’s report for the year ended 31 March 2026.
2. To declare a final dividend of HK7.35 cents per share for the year ended 31 March 2026.
3. To re-elect Mr. Sum Kwong Yip, Derek as an executive director of the Company.
4. To re-elect Mr. Yim Chun Leung as an executive director of the Company.
5. To re-elect Mr. Yeung Kwok Chun, Harry as a non-executive director of the Company.
6. To re-elect Mr. Luk Ting Lung, Alan as an independent non-executive director of the Company.
7. To authorise the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
8. To re-appoint KPMG as auditor until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase shares in the capital of the Company (the **“Shares”**) in accordance with all applicable laws, rules and regulations;
- (b) the total number of Shares may be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding any treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) of the Company (the **“Treasury Shares”**)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution);
- (c) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period (as defined in paragraph (d) below) to procure the Company to purchase its Shares at a price determined by the directors of the Company; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) or securities convertible into shares, or option, warrants or similar right to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period (as defined in paragraph (d) below) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of subscription rights under a share option scheme of the Company or Shares issued to satisfy awards granted under the share award scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares;

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in (a) above is granted, the maximum number of Shares that may be issued under the approval in paragraph (a) above as a percentage of the total number of issued Shares (excluding any Treasury Shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

11. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued or any Treasury Shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total

NOTICE OF ANNUAL GENERAL MEETING

number of issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

By Order of the Board
JBM (Healthcare) Limited
YU Chun Kau
Company Secretary

Hong Kong, 16 July 2026

Notes:

1. Shareholders wishing to attend and vote at the Annual General Meeting virtually via the Vistra eVoting Portal should follow the instructions by using the designated URL and the login details provided on the notification letter (the “**Notification Letter**”) to be sent together with this Circular, on how to access the webcast. The Shareholders participating in the Annual General Meeting via electronic means will be counted towards the quorum and will be able to cast their vote and view, listen and ask questions at the live webcast of the Annual General Meeting. You will be able to access the live webcast at the start of the Annual General Meeting until its conclusion. Shareholders **MUST NOT** forward the URL and your login details to other persons who are not the shareholders of the Company and who are not entitled to attend the Annual General Meeting.

Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can be achieved in one of the following ways:

- i. attend the Annual General Meeting electronically via the Vistra eVoting Portal which enables live streaming and interactive platform for submitting questions and voting online; or
- ii. appoint the chairman of the Annual General Meeting or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the Vistra eVoting Portal.

Your proxy’s authority and instruction will be revoked if you attend and vote at the Annual General Meeting via the Vistra eVoting Portal.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. You will be asked to provide your email address which will be used by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, for providing the login details for attending the Annual General Meeting electronically in the Vistra eVoting Portal.

2. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jbmhealthcare.com.hk>) in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him. A proxy need not be a shareholder of the Company. Every shareholder present via the Vistra eVoting Portal or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Saturday, 8 August 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting at the meeting via Vistra eVoting Portal and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 4 August 2026 to Monday, 10 August 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 August 2026. The record date for determination of entitlement of the shareholders to attend and vote at the Annual General Meeting will be on Monday, 10 August 2026.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 9 September 2026 to Thursday, 10 September 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 September 2026. The record date for determining the shareholders' respective entitlements to the final dividend will be 10 September 2026 (Thursday).
7. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether attend via the Vistra eVoting Portal or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. In case the above Annual General Meeting is anticipated to be affected by black rainstorms or "extreme conditions" caused by a super typhoon or tropical cyclone with warning signal no. 8 or above, please refer to the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.jbmhealthcare.com.hk>) for announcement on bad weather arrangement for the Annual General Meeting.

As at the date of this notice, 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.