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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)

CHANGE OF CHIEF EXECUTIVE OFFICER

RESIGNATION OF CHIEF EXECUTIVE OFFICER

The board (the “**Board**”) of directors (the “**Director(s)**”) of JBM (Healthcare) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that Mr. Wong Yat Wai, Patrick (“**Mr. Wong**”) will resign as the chief executive officer (the “**CEO**”) of the Company with effect from 30 April 2026 to pursue other career opportunities.

Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Wong for his contributions to the Company during his tenure of office.

APPOINTMENT OF NEW CHIEF EXECUTIVE OFFICER

The Board further announces that with effect from 30 April 2026, Mr. Sum Kwong Yip, Derek (“**Mr. Sum**”), an executive Director of the Company and the chairman of the Board (the “**Chairman**”), will be appointed as the new CEO.

The brief biographical particulars of Mr. Sum is set out below:

Mr. Sum, aged 63, has served as the Chairman, the chairman of the nomination committee of the Company, and the chairman of the executive committee of the Company. He is also a director of substantial Shareholder and controlling Shareholder of the Company, 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 is the chairman of the board of directors, the chief executive officer and an executive director of Jacobson Pharma Corporation Limited (stock code: 2633, the shares of which are listed on the Main Board of the Stock Exchange).

Mr. Sum 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. Since June 2007, Mr. Sum has 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.

As at the date of this announcement, Mr. Sum has interest of 588,723,346 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (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 for Securities Transaction by Directors of Listing Issuers” as set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

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 will be replaced and superseded by a service agreement with the Company with effect from 1 April 2026 to 31 March 2029 (the “Service Agreement”), 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 of the Company. Under the Service Agreement, Mr. Sum will (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. The remuneration of Mr. Sum is determined by the Board, upon recommendation by the remuneration committee of the Company with reference to the prevailing market benchmark as well as his roles and duties within the Group.

Save as disclosed above, Mr. Sum (i) 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; (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) does not have any other interest in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and the paragraph headed “Deviation from the Corporate Governance Code” below, 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.

DEVIATION FROM THE CORPORATE GOVERNANCE CODE

As Mr. Sum will serve as both the Chairman and the CEO, such practice deviates from code provision C.2.1 of the Corporate Governance Code as set forth in Appendix C1 of the Listing Rules (the “**CG Code**”). The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group’s business strategies and enhance strategic alignment, operational efficiency and value creation across the Group’s businesses. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance.

In addition, under the supervision of the Board which is comprised of three executive Directors, two non-executive Directors and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and the Shareholders.

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

Hong Kong, 30 January 2026

As at the date of this announcement, the Board comprises Mr. Sum Kwong Yip, Derek (also as Chairman), Mr. Yim Chun Leung and Dr. Cheng Celine Heung Kwan as executive Directors, Mr. Yeung Kwok Chun, Harry and Dr. 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.