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## **Jacobson Pharma Corporation Limited**

**雅各臣科研製藥有限公司**

(Incorporated under the laws of the Cayman Islands with limited liability)

Stock Code : 2633

### **CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcements of the Company dated 23 September 2020, 15 January 2021, 21 January 2021, 26 January 2021, 4 February 2021 and 5 February 2021, in relation to the Spin-off and the separate listing of JBM.

#### **THE LOGISTICS SERVICES AGREEMENT, THE MANUFACTURING SERVICES AGREEMENT AND THE OVERSEAS SALES ADMINISTRATIVE SERVICES AGREEMENT**

On 19 January 2021, JBM (on behalf of its subsidiaries) entered into the Logistics Services Agreement with the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to the provision of Logistics Services by the Group to the JBM Group.

On 19 January 2021, JBM (on behalf of its subsidiaries) entered into the Manufacturing Services Agreement with the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to (i) the provision of manufacturing services of the Selected Generic Drugs by the JBM Group to the Group and (ii) the provision of manufacturing services of Dr. Freeman® Products by the Group to the JBM Group.

On 19 January 2021, JBM (on behalf of its subsidiaries) entered into the Overseas Sales Administrative Services Agreement with the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to the provision of Overseas Sales Administrative Services by the Group to the JBM Group.

## **IMPLICATIONS UNDER THE LISTING RULES**

As at the date of this announcement, (i) JBM is owned as to approximately 53.74% by JBM Group BVI, and (ii) JBM Group BVI is a wholly-owned subsidiary of the Company. Mr. Sum, an executive Director and a substantial Shareholder, is interested in 15.93% of the issued share capital of JBM (other than through his interests in the Company). By virtue of Rule 14A.16 of the Listing Rules, JBM is therefore a connected subsidiary of the Company. As such, transactions contemplated under the Logistics Services Agreement, Manufacturing Services Agreement and Overseas Sales Administrative Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios is more than 0.1% but less than 5%, pursuant to Rule 14A.76(2)(a) of the Listing Rules, each of the Continuing Connected Transactions will be exempt from the circular and independent shareholders' approval requirements but subject to the announcement, reporting, and annual review requirements under Chapter 14A of the Listing Rules.

Reference is made to the announcements of the Company dated 23 September 2020, 15 January 2021, 21 January 2021, 26 January 2021, 4 February 2021 and 5 February 2021, in relation to the Spin-off and the separate listing of JBM.

## **LOGISTICS SERVICES AGREEMENT**

### **Date**

19 January 2021

### **Parties**

- (1) JBM (on behalf of its subsidiaries)
- (2) the Company (on behalf of its subsidiaries excluding the JBM Group)

### **Subject**

Pursuant to the Logistics Services Agreement, the Group agreed to provide Logistic Services to the JBM Group in accordance with the Logistics Services Agreement.

### **Term**

The Logistics Services Agreement was conditional upon the listing of the shares of JBM on the Main Board of the Stock Exchange. The initial term of the Logistics Services Agreement commenced on the JBM Listing Date and shall expire on 31 March 2023, and is renewable upon expiry at the discretion of the JBM Group on terms to be agreed by the parties. The Logistics Services Agreement may be terminated during its term by JBM giving the Company no less than three-month's prior written notice.

## Pricing

The charges payable by the JBM Group for the utilisation of Logistics Services were determined with reference to the costs of the Group providing relevant services (taking into account, among others, labour costs, trucking utilisation and maintenance costs and other related costs) plus a profit margin of 10.0%. The Group has also made reference to quotations of other logistics services provided by independent third parties from time to time to ensure that the terms offered to the Group under the Logistics Services Agreement will be comparable to or better than that offered to independent third parties.

## Historical transaction amounts

The following table sets forth the total service fees paid by the JBM Group to the Group for the utilisation of logistics services for the periods indicated:

|                                     | <b>Historical transaction amount<br/>for the year ended 31 March (HK\$'000)</b> |                                 |                                    |
|-------------------------------------|---|---------------------------------|------------------------------------|
|                                     | <b>2019</b>   | <b>2020</b>                     | <b>2021</b>                        |
| <b>Total amount (approximately)</b> | <u>3,688<sup>(Note 1)</sup></u>   | <u>7,936<sup>(Note 1)</sup></u> | <u>5,191<sup>(Note 1, 2)</sup></u> |

*Note:*

1. During the two years ended 31 March 2020 and the six months ended 30 September 2020, the JBM Group utilised certain logistics services of the Group for the distribution of some of the products of the JBM Group, which included loading and unloading, trucking, as well as invoicing and payment settlement services for certain of the products of the JBM Group. Due to the expansion of the overall logistics capacities and streamlining logistics services arrangements of the JBM Group with the Group, the JBM Group no longer required invoicing and payment settlement services from the Group and only required Logistic Services subsequent to 30 September 2020.
2. The total service fees paid by the JBM Group for the utilisation of Logistics Services under the Logistics Services Agreement for the period from the JBM Listing Date to 31 March 2021 was HK\$503,000.

## Annual caps and basis of caps

**Annual caps:** The maximum charges and service fees payable by the JBM Group to the Group under the Logistics Services Agreement for each of the two years ending 31 March 2023 shall not exceed the caps set forth below:

|                     | <b>Proposed annual cap<br/>for the year ending 31 March<br/>(HK\$'000)</b> |              |
|---------------------|--|--------------|
|                     | <b>2022</b>  | <b>2023</b>  |
| <b>Total amount</b> | <u>5,500<sup>(Note 3)</sup></u>  | <u>6,500</u> |

*Note:*

- The total service fees paid by the JBM Group for the utilisation of Logistics Services under the Logistics Services Agreement for the period from the 1 April 2021 up to the date of this announcement is HK\$880,000, which is less than 0.1% of all percentage ratios.

**Basis of caps:** In determining the above caps, the Directors have considered the historical transaction amounts, the reduced scope of logistics services pursuant to the streamlining of the logistics services arrangement of the JBM Group with the Group and the expected demand for Logistics Services taking into account the projected sales of relevant products.

## Reasons for and benefits of the transactions under the Logistics Services Agreement

The reasons for entering into the Logistics Services Agreement are that, among others, (i) the Group and the JBM Group have established a long-term business relationship and the JBM Group is therefore a stable customer of such services, and (ii) the charges and terms of the utilisation of such Logistics Services are no less favourable than those provided by the Group to independent third parties for provision of similar services.

## MANUFACTURING SERVICES AGREEMENT

### Date

19 January 2021

### Parties

- JBM (on behalf of its subsidiaries)
- the Company (on behalf of its subsidiaries excluding the JBM Group)

## Subject

Pursuant to the Manufacturing Services Agreement, (i) the JBM Group agreed to provide manufacturing services of the Selected Generic Drugs to the Group, and (ii) the Group agreed to provide manufacturing services of Dr. Freeman® Products to the JBM Group, in accordance with the Manufacturing Services Agreement.

## Term

The Manufacturing Services Agreement was conditional upon the listing of the shares of JBM on the Main Board of the Stock Exchange. The initial term of the Manufacturing Services Agreement commenced on the JBM Listing Date and shall expire on 31 March 2023, and is renewable upon expiry at the discretion of JBM on terms to be agreed by the parties. The Manufacturing Services Agreement may be terminated during its term (i) by JBM (in respect of the manufacturing services of Dr. Freeman® Products) by giving the Company no less than three-month's prior written notice, or (ii) both parties to the Manufacturing Services Agreement may agree in writing to terminate the Manufacturing Services Agreement.

## Pricing

The manufacturing services fees of Selected Generic Drugs payable by the Group to the JBM Group and the manufacturing services fees of Dr. Freeman® Products payable by the JBM Group to the Group under the Manufacturing Services Agreement were determined with reference to the costs of manufacturing, including all fixed and variable costs of labour, raw materials, electricity and utility charges and other production overheads, plus a profit margin of 15.0%, which is no less favourable than (i) the prices for manufacturing services of Selected Generic Drugs chargeable by independent third parties to the Group, or (ii) the prices for manufacturing services of Dr. Freeman® Products chargeable by the Group to independent third parties.

## Historical transaction amounts

The following table sets forth the manufacturing services fees paid by the Group to the JBM Group for the manufacturing of the Selected Generic Drugs for the periods indicated:

|                                     | <b>Historical transaction amount<br/>for the year ended 31 March (HK\$'000)</b> |             |                                 |
|-------------------------------------|---|-------------|---------------------------------|
|                                     | <b>2019</b>   | <b>2020</b> | <b>2021</b>                     |
| <b>Total amount (approximately)</b> | <u>Nil</u>  | <u>Nil</u>  | <u>2,695<sup>(Note 1)</sup></u> |

The following table sets forth the manufacturing services fees paid by the JBM Group to the Group for the manufacturing of Dr. Freeman® Products for the periods indicated:

|                                     | <b>Historical transaction amount<br/>for the year ended 31 March (HK\$'000)</b> |              |                                 |
|-------------------------------------|---|--------------|---------------------------------|
|                                     | <b>2019</b>   | <b>2020</b>  | <b>2021</b>                     |
| <b>Total amount (approximately)</b> | <u>Nil</u>  | <u>6,075</u> | <u>3,745<sup>(Note 2)</sup></u> |

*Note:*

1. The total service fees paid by the Group to the JBM Group for the manufacturing of the Selected Generic Drugs under the Manufacturing Services Agreement for the period from the JBM Listing Date to 31 March 2021 was HK\$339,000.
2. The total service fees paid by the JBM Group to the Group for the manufacturing services of Dr. Freeman® Products under the Manufacturing Services Agreement for the period from the JBM Listing Date to 31 March 2021 was nil.

### **Annual caps and basis of caps**

**Annual caps:** The maximum annual manufacturing services fees payable by the Group and by the JBM Group under the Manufacturing Services Agreement for each of the two years ending 31 March 2023 shall not exceed the caps set forth below:

Manufacturing services fees of the Selected Generic Drugs payable by the Group to the JBM Group:

|                     | <b>Proposed annual cap<br/>for the year ending 31 March<br/>(HK\$'000)</b> |              |
|---------------------|--|--------------|
|                     | <b>2022</b>  | <b>2023</b>  |
| <b>Total amount</b> | <u>3,500<sup>(Note 3)</sup></u>  | <u>3,500</u> |

*Note:*

3. The total service fees paid by the Group to the JBM Group for the manufacturing of the Selected Generic Drugs under the Manufacturing Services Agreement for the period from 1 April 2021 up to the date of this announcement is HK\$566,000, which is less than 0.1% of all percentage ratios.

Manufacturing services fees of the Dr. Freeman® Products payable by the JBM Group to the Group:

|                     | <b>Proposed annual cap<br/>for the year ending 31 March<br/>(HK\$'000)</b> |              |
|---------------------|--|--------------|
|                     | <b>2022</b>  | <b>2023</b>  |
| <b>Total Amount</b> | <b>6,500<sup>(Note 4)</sup></b>  | <b>6,500</b> |

*Note:*

- The total service fees paid by the JBM Group to the Group for the manufacturing services of Dr. Freeman® Products under the Manufacturing Services Agreement for the period from 1 April 2021 up to the date of this announcement is HK\$160,000, which is less than 0.1% of all percentage ratios.

**Basis of caps:** In determining the above caps for manufacturing services fees payable by the Group to the JBM Group, the Directors have considered the expected demand from the Group for manufacturing services of generic drugs based on the historical sales of such products and the production orders projected by the Group.

In determining the above caps for the manufacturing services fees payable by the JBM Group to the Group, the Directors have considered the projected sales for the existing Dr. Freeman® Products by the JBM Group and the business plan of JBM for other Dr. Freeman® Products.

### **Reasons for and benefits of the transactions under the Manufacturing Services Agreement**

Reference is made to the announcements of the Company dated 13 December 2016, 14 December 2016, 22 December 2016 and 16 January 2017, respectively, in relation to, among others, the major transaction in relation to acquisition of Victor Luck Limited and Happy Echo Limited, which are principally engaged in manufacturing, marketing and sale of proprietary medicines under the brand name of Ho Chai Kung (何濟公) (the “**HCK Acquisition**”).

The manufacture and sale of the Selected Generic Drugs and the relevant production facilities had been part of the Ho Chai Kung business prior to the HCK Acquisition. Given the nature of the products, the marketing and sales of the Selected Generic Drugs were restructured and accordingly conducted under the Generic Drugs Segment of the Group following the HCK Acquisition. Nevertheless, due to the pre-existing product registration and manufacturing license arrangements and to make use of the spare production capacity of the relevant production facilities, the production of the Selected Generic Drugs has remained under the Ho Chai Kung business (which was formed as part of the JBM Group pursuant to the reorganisation of the Spin-off) and was accordingly being formalised under the Manufacturing Services Agreement as continuing connected transactions.

On the other hand, the JBM Group has established a long-term business relationship with the Group and the JBM Group is a reliable business partner and stable customer to the Group.

## **OVERSEAS SALES ADMINISTRATIVE SERVICES AGREEMENT**

### **Date**

19 January 2021

### **Parties**

- (1) JBM (on behalf of its subsidiaries)
- (2) the Company (on behalf of its subsidiaries excluding the JBM Group)

### **Subject**

Pursuant to the Overseas Sales Administrative Services Agreement, the Group agreed to provide Overseas Sales Administrative Services to the JBM Group in accordance with the Overseas Sales Administrative Services Agreement.

### **Term**

The Overseas Sales Administrative Services Agreement was conditional upon the listing of the shares of JBM on the Main Board of the Stock Exchange. The initial term of the Overseas Sales Administrative Services Agreement commenced on the JBM Listing Date and shall expire on 31 March 2023, and is renewable upon expiry at the discretion of JBM on terms to be agreed by the parties. The Overseas Sales Administrative Services Agreement may be terminated during its term by JBM giving the Company no less than three-month's prior written notice.

### **Pricing**

The services fee under the Overseas Sales Administrative Services Agreement payable by the JBM Group to the Group was determined with reference to the costs and expenses of providing relevant services (such as salaries of staff employed and related expenses, and general office and administrative expenses).



## Historical transaction amounts

The following table sets forth the total service fees paid by the JBM Group to the Group for the provision of overseas sales administrative services for the periods indicated:

|                              | Historical transaction amount<br>for the year ended 31 March (HK\$'000) |      |                           |
|------------------------------|---|------|---------------------------|
|                              | 2019  | 2020 | 2021                      |
| Total amount (approximately) | 450   | 921  | 3,269 <sup>(Note 1)</sup> |

*Note:*

1. The total service fees paid by the JBM Group to the Group for the utilisation of Overseas Sales Administrative Services under the Overseas Sales Administrative Services Agreement for the period from the JBM Listing Date to 31 March 2021 was HK\$375,000.

**Annual caps:** The maximum service fees payable by the JBM Group under the Overseas Sales Administrative Services Agreement for the two years ending 31 March 2023 shall not exceed the caps set forth below:

|              | Proposed annual cap<br>for the year ending 31 March<br>(HK\$'000) |       |
|--------------|---|-------|
|              | 2022  | 2023  |
| Total amount | 4,200 <sup>(Note 2)</sup>   | 4,500 |

*Note:*

2. The total service fees paid by the JBM Group to the Group for the utilisation of Overseas Sales Administrative Services under the Overseas Sales Administrative Services Agreement for the period from 1 April 2021 up to the date of this announcement is HK\$270,000, which is less than 0.1% of all percentage ratios.

**Basis of caps:** In determining the above caps, the Directors have considered the historical transaction amounts, the expected service fees payable for sales administrative services in these overseas markets after the JBM Listing, the projected sales for products overseas and sales and marketing plans of overseas businesses of the JBM Group.

## Reasons for and benefits of the transactions under the Overseas Sales Administrative Services Agreement

The reasons for entering into the Overseas Sales Administrative Services Agreement are that, among others, the JBM Group has established a long-term business relationship with the Group and the JBM Group is a reliable business partner and stable customer to the Group.

## **THE DIRECTORS' VIEW**

The Directors (including our independent non-executive Directors) are of the view that the terms of each of the Logistics Services Agreement, Manufacturing Services Agreement and Overseas Sales Administrative Services Agreement and the annual caps for (i) maximum charges and service fees payable by the JBM Group to the Group under the Logistics Services Agreement, (ii) maximum annual manufacturing services fees payable by the Group and by the JBM Group under the Manufacturing Services Agreement, and (iii) maximum service fees payable by the JBM Group under the Overseas Sales Administrative Services Agreement, for the two years ending 31 March 2023, are fair and reasonable and on normal commercial terms or better and in the ordinary and usual course of business of the Group, and are in the interest of the Company and the Shareholders as a whole. Mr. Sum, an executive Director and a substantial Shareholder, had abstained from voting on the Board resolutions approving the transactions and the respective annual caps as stated above.

## **INTERNAL CONTROL MEASURES**

The Company has adopted the following internal control and corporate governance measures to ensure that the Continuing Connected Transactions with the JBM Group will be conducted on normal commercial terms and in accordance with the relevant agreements:

- (i) the Audit Committee of the Board will be reviewing and evaluating the terms of the agreements for the continuing connected transactions, in particular the pricing principles and annual caps, to ensure that such terms are fair and reasonable to the Group and in compliance with the Listing Rules;
- (ii) the Directors, including the independent non-executive Directors, will be able to seek independent professional advice in respect of the continuing connected transactions from external professional parties in appropriate circumstances;
- (iii) the various internal departments (including but not limited to finance and accounting department, sales department and production department) of the Company will regularly monitor the implementation of the continuing connected transactions and keep track of the aggregate transaction amounts under the relevant agreements to ensure that the pricing principles and annual caps contained therein are complied with;
- (iv) the Group has adopted relevant reporting and record-keeping procedures to allow the independent non-executive Directors and the auditors of the Company to perform annual review of the Continuing Connected Transactions under the agreements and provide annual confirmations in accordance with the Listing Rules; and
- (v) the Company will duly disclose in its annual report the continuing connected transactions to be conducted during each financial year, together with the conclusions drawn by the independent non-executive Directors on whether the transactions are conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the relevant agreements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

## **INFORMATION OF THE PARTIES**

JBM is an investment holding company. The JBM Group is principally engaged in the manufacturing and trading of proprietary medicines and distributing health and wellness products.

The Company is an exempted company with limited liability incorporated in the Cayman Islands. The Company is an investment holding company. The Company and its subsidiaries are principally engaged in manufacturing and trading of generic drugs and branded healthcare products.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, (i) JBM is owned as to approximately 53.74% by JBM Group BVI, (ii) JBM Group BVI is a direct wholly-owned subsidiary of the Company. Mr. Sum, an executive Director and a substantial Shareholder, is interested in approximately 15.93% of the issued share capital of JBM (other than through his interests in the Company) comprising of (a) approximately 11.9% of the issued share capital of JBM through Lincoln's Hill Development Limited, which 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 discretionary beneficiaries, (b) approximately 4.0% of the issued share capital of JBM through Queenshill Development Limited, which is wholly-owned by Mr. Sum, and (c) approximately 0.03% of the issued share capital of JBM in the capacity of beneficial owner. By virtue of Rule 14A.16 of the Listing Rules, JBM is therefore a connected subsidiary of the Company. As such, transactions contemplated under each of the Logistics Services Agreement, Manufacturing Services Agreement and Overseas Sales Administrative Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios is more than 0.1% but less than 5%, pursuant to Rule 14A.76(2)(a) of the Listing Rules, each of the Continuing Connected Transactions will be exempt from the circular and independent shareholders' approval requirements but subject to the announcement, reporting, and annual review requirements under Chapter 14A of the Listing Rules.

## DEFINITIONS

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

|                                     |  |
|-------------------------------------|--|
| “associate”                         | has the meaning as prescribed in the Listing Rules   |
| “Board”                             | the board of Directors of the Company  |
| “Company”                           | Jacobson Pharma Corporation Limited (雅各臣科研製藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 16 February 2016 and the issued shares of which were listed on the Main Board of the Stock Exchange on 21 September 2016 (stock code: 02633) |
| “Continuing Connected Transactions” | transactions contemplated under the Logistic Services Agreement, the Manufacturing Services Agreement and the Overseas Sales Administrative Services Agreement   |
| “controlling shareholder”           | has the meaning as prescribed in the Listing Rules   |
| “Director(s)”                       | the director(s) of the Company   |
| “Dr. Freeman® Products”             | products of the JBM Group under the Dr. Freeman® (醫臣) brand, including antiseptic hand rubs and other branded healthcare products (such as antiseptic alcohol, lotion and mouthwash)   |
| “Group”                             | the Company and its subsidiaries, and for the purpose of the sections headed “LOGISTICS SERVICES AGREEMENT”, “MANUFACTURING SERVICES AGREEMENT” and “OVERSEAS SALES ADMINISTRATIVE SERVICES AGREEMENT” of this announcement, excluding the JBM Group                             |
| “HCK Acquisition”                   | has the meaning as defined under the section headed “REASONS FOR AND BENEFITS OF THE TRANSACTIONS UNDER THE MANUFACTURING SERVICES AGREEMENT” of this announcement   |
| “HK\$”                              | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”                         | the Hong Kong Special Administrative Region of the PRC   |

|  |   |
|--|---|
| “JBM”                                    | JBM (Healthcare) Limited, an exempted company incorporated in the Cayman Islands with limited liability on 7 January 2020, the issued shares of which were listed on the Main Board of the Stock Exchange on 5 February 2021 (stock code: 2161)   |
| “JBM Group”                              | JBM and its subsidiaries  |
| “JBM Group BVI”                          | JBM Group (BVI) Limited, a company with limited liability incorporated under the laws of the British Virgin Islands on 24 December 2019, which is a direct wholly-owned subsidiary of the Company and a substantial Shareholder of JBM  |
| “JBM Listing Date”                       | 5 February 2021   |
| “Listing Rules”                          | the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time   |
| “Logistics Services”                     | logistics services provided by the Group (excluding the JBM Group) to the JBM Group (including but not limited to the loading and unloading, local trucking, delivery and return handling for certain goods of the JBM Group) under the Logistics Services Agreement  |
| “Logistics Services Agreement”           | the agreement dated 19 January 2021 entered into between JBM (on behalf of its subsidiaries) and the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to, among others, the provision of Logistics Services by the Group to the JBM Group  |
| “Macau”                                  | the Macau Special Administrative Region of the PRC  |
| “Manufacturing Services Agreement”       | the agreement dated 19 January 2021 entered into between JBM (on behalf of its subsidiaries) and the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to, among others, (i) the provision of manufacturing services of the Selected Generic Drugs by the JBM Group to the Group, and (ii) the provision of manufacturing services of Dr. Freeman® Products by the Group to the JBM Group |
| “Mr. Sum”                                | Mr. Sum Kwong Yip, Derek, the chairman, executive Director and chief executive officer, and a substantial Shareholder of the Company  |
| “Overseas Sales Administrative Services” | the overseas sales administrative services in Macau, Taiwan and Singapore (including but not limited to orders management, sales and customers support services)  |

|  |  |
|--|--|
| “Overseas Sales Administrative Services Agreement” | the agreement dated 19 January 2021 entered into between JBM (on behalf of its subsidiaries) and the Company (on behalf of its subsidiaries excluding the JBM Group) in relation to, among others, the provision of overseas sales administrative services by the Group to the JBM Group |
| “percentage ratio(s)”                              | has the meaning as prescribed in the Listing Rules   |
| “PRC” or “China”                                   | the People’s Republic of China (for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan)  |
| “Selected Generic Drugs”                           | selected generic drugs, such as non-branded and non-proprietary cough syrup and capsules for cough and nasal congestion  |
| “Share(s)”   | share(s) in the capital of the Company   |
| “Shareholder(s)”                                   | holder(s) of the Share(s)  |
| “Spin-off”   | the spin-off and separate listing of JBM on the Main Board of the Stock Exchange   |
| “Stock Exchange”                                   | The Stock Exchange of Hong Kong Limited  |
| “subsidiary(ies)”                                  | has the meaning as prescribed in the Listing Rules   |
| “substantial shareholder(s)”                       | has the meaning as prescribed in the Listing Rules   |
| “%”  | per cent   |

By order of the Board  
**Jacobson Pharma Corporation Limited**  
**YU Chun Kau**  
*Company Secretary*

Hong Kong, 8 July 2021

*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 Ms. Pun Yue Wai as executive Directors, Professor Lam Sing Kwong, Simon as non-executive Director, and Dr. Lam Kwing Tong, Alan, Mr. Young Chun Man, Kenneth and Professor Wong Chi Kei, Ian as independent non-executive Directors.*