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## IMPORTANT

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*If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.*



# JBM (HEALTHCARE) LIMITED

## 健倍苗苗(保健)有限公司

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

### PUBLIC OFFER

**Number of Offer Shares** : 44,686,000 Shares  
**Offer Price** : HK\$1.20 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)  
**Nominal Value** : HK\$0.01 per Share  
**Stock Code** : 2161

*Sole Sponsor, Sole Bookrunner and Joint Lead Manager*



*Joint Lead Managers*  
*(in alphabetical order)*



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Sole Bookrunner (for itself and on behalf of the Underwriters) may, where considered appropriate and with our consent, reduce the number of Offer Shares and/or the Offer Price below that is stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, our Company will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Public Offer, cause to be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and to be posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.jbmhealthcare.com.hk](http://www.jbmhealthcare.com.hk)) notices of the reduction. For further details, see the sections headed "Structure of the Public Offer" and "How to Apply for the Offer Shares" in this prospectus.

Prior to making an investment decision, prospective investors should consider carefully all of the information set forth in this prospectus, including the risk factors set forth in the section headed "Risk Factors." The obligations of the Underwriters under the Public Offer Underwriting Agreement are subject to termination by the Sole Bookrunner (for itself and on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. For further details of such grounds, see the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination."

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state in the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S.

January 26, 2021