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## **BAMBOOS HEALTH CARE HOLDINGS LIMITED**

**百本醫護控股有限公司**

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

**(Stock Code: 2293)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF SENIOR NOTES**

The Board announces that, on 31 March 2020, Bamboos FinTech acquired the Senior Notes issued by the Issuer with consideration (including transaction cost) of approximately USD844,000 (equivalent to approximately HKD6,583,000) in cash (the “**1st Acquisition**”) on market. On 1 April 2020, Bamboos FinTech further acquired the Senior Notes with consideration (including transaction cost) of approximately USD862,000 (equivalent to approximately HKD6,724,000) in cash (the “**2nd Acquisition**”) on market. Both the 1st Acquisition and the 2nd Acquisition amounts were financed by utilising the cash reserves of the Group.

In accordance with the requirements of Rule 14.22 of the Listing Rules, the 1st Acquisition shall be aggregated with the 2nd Acquisition. Pursuant to Rule 14.06 of the Listing Rules, the relevant percentage ratios (defined under the Listing Rules) exceed 5% but are lower than 25%. Therefore, the transactions when aggregated together constitute disclosable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders’ approval requirement under the Listing Rules.

### **ACQUISITION OF THE SENIOR NOTES**

On 31 March 2020, Bamboos FinTech, an indirectly wholly-owned subsidiary of the Company, acquired the Senior Notes issued by the Issuer with consideration (including transaction cost) of approximately USD844,000 (equivalent to approximately HKD6,583,000) in cash on market. On 1 April 2020, Bamboos FinTech further acquired the Senior Notes issued by the Issuer with consideration (including transaction cost) of approximately USD862,000 (equivalent to approximately HKD6,724,000) in cash on market. The Senior Notes was issued by the Issuer and guaranteed by the Guarantors by way of debt issues to professional investors (as defined in Chapter 37 of the Listing Rules and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong). The acquisition amounts were financed by utilising the cash reserves of the Group.

Below is a summary of the acquisitions:

### **The 1st Acquisition**

Date of acquisition	:	31 March 2020
Parties	:	(i) Jiayuan International Group Limited as issuer (ii) Bamboos FinTech as subscriber (iii) the Guarantors as guarantors
Type of product	:	Senior Notes (listed in the Stock Exchange with stock code: 4418)
Acquisition price (including transaction cost)	:	Approximately USD844,000 (equivalent to approximately HKD6,583,000)
Average acquisition price (including transaction cost)	:	Approximately USD0.84 (equivalent to approximately HKD6.58)
Coupon rate	:	13.75% per annum
Quantity of senior notes acquired	:	1,000,000
Interest distribution	:	Semi-annually
Maturity date	:	11 March 2022

### **The 2nd Acquisition**

Date of acquisition	:	1 April 2020
Parties	:	(i) Jiayuan International Group Limited as issuer (ii) Bamboos FinTech as subscriber (iii) the Guarantors as guarantors
Type of product	:	Senior Notes (listed in the Stock Exchange with stock code: 4418)
Acquisition price (including transaction cost)	:	Approximately USD862,000 (equivalent to approximately HKD6,724,000)
Average acquisition price (including transaction cost)	:	Approximately USD0.86 (equivalent to approximately HKD6.72)
Coupon rate	:	13.75% per annum

Quantity of senior notes acquired	:	1,000,000
Interest distribution	:	Semi-annually
Maturity date	:	11 March 2022

## **REASONS FOR AND BENEFIT OF THE ACQUISITIONS**

The Group utilised their idle cash reserves for the transactions made under the 1st Acquisition and the 2nd Acquisition for the purpose of enhancing efficiency of use of idle cash without affecting the daily operation of the principal business development of the Group or adversely affect the interests of the investors of the Company. The financial products are selected prudently with an aim to improve the Group's efficiency on capital utilisation without affecting the Group's daily cash flow.

The Board considers the transactions are on normal commercial terms, fair and reasonable, and in the interests of the Company and shareholders as a whole. To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, the seller(s) of the Senior Notes on market, the Issuers and the Guarantors are Independent Third Parties.

## **IMPLICATIONS UNDER THE LISTING RULES**

In accordance with the requirements of Rule 14.22 of the Listing Rules, the 1st Acquisition shall be aggregated with the 2nd Acquisition. Pursuant to Rule 14.06 of the Listing Rules, the relevant percentage ratios (defined under the Listing Rules) exceed 5% but are lower than 25%. Therefore, the transactions when aggregated together constitute disclosable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under the Listing Rules.

## **INFORMATION OF THE PARTIES**

### **Bamboos FinTech**

Bamboos FinTech is an indirectly wholly-owned subsidiary of the Company incorporated in Hong Kong with limited liability which specialised in investments in listed securities.

### **The Group**

The Company was incorporated in the Cayman Islands with limited liability. The Group is principally engaged in provision of healthcare staffing solution services to individuals and institutional clients including hospitals and social service organisations in Hong Kong. The Group offers duty opportunities to self-employed healthcare personnel registered with the Group. Through an outreach team of healthcare professionals, the Group also provides outreach case assessment related services.

## **The Issuer**

Jiayuan International Group Limited was incorporated in the Cayman Islands with limited liability. The Issuer (listed in the Stock Exchange with stock code: 2768) and its subsidiaries are principally engaged in the property development, property investment and provision of property management services.

## **The Guarantors**

The Guarantors are all wholly-owned subsidiaries of the Issuer: (1) Jiayuan Investment Management Limited (佳源投資管理有限公司) was incorporated in the British Virgin Islands with limited liability which specialised in investment holding; (2) Guo Xiang Property Co., Limited (國祥房地產有限公司) was incorporated in Hong Kong with limited liability which specialised in investment holdings; and (3) Hong Kong Jia Yuan Holdings Limited (香港佳源集團有限公司) was incorporated in Hong Kong with limited liability which specialised in investment and property holding.

## **DEFINITIONS**

“1st Acquisition”	Bamboos FinTech’s acquisition of Senior Notes issued by the Issuer with aggregate consideration (including transaction cost) of approximately USD844,000 (equivalent to approximately HKD6,583,000) on 31 March 2020
“2nd Acquisition”	Bamboos FinTech’s acquisition of Senior Notes issued by the Issuer with aggregate consideration (including transaction cost) of approximately USD862,000 (equivalent to approximately HKD6,724,000) on 1 April 2020
“Bamboos FinTech”	Bamboos FinTech Limited, a company established under the laws of Hong Kong with limited liability, which is an indirect wholly-owned subsidiary of the Company
“Board”	The board of Directors
“Company”	Bamboos Health Care Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Directors”	The director(s) of the Company
“Group”	The Company and its subsidiaries

“Guarantors”	Jiayuan Investment Management Limited (佳源投資管理有限公司), Guo Xiang Property Co., Limited (國祥房地產有限公司) and Hong Kong Jia Yuan Holdings Limited (香港佳源集團有限公司)
“HKD”	the abbreviation for the Hong Kong Dollar, the official currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
“Issuer”	Jiayuan International Group Limited (listed in the Stock Exchange with stock code: 2768)
“Listing Rules”	The Rules governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Senior Notes”	senior notes due in March 2022 issued by the Issuer and listed on the Stock Exchange under the stock code: 4418
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	the abbreviation for the U.S. Dollar, the official currency of the United States of America

By Order of the Board  
**Bamboos Health Care Holdings Limited**  
**Hai Hiu Chu**  
*Chairman*

Hong Kong, 6 April 2020

*As at the date of this announcement, the executive Director is Ms. Hai Hiu Chu and the independent non-executive Directors are Dr. Chan Kai Yue Jason, Ms. Chhoa Peck Lim Bella, Dr. Ko Wing Man and Mr. Wong Kon Man Jason.*

*For illustrative purpose of this announcement and unless otherwise specified, conversion of USD into HKD is based on the exchange rate of USD1.00=HKD7.80*