

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



北京健康(控股)有限公司
Beijing Health (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2389)

DISCLOSEABLE TRANSACTION PURCHASE OF STRUCTURED DEPOSIT

PURCHASE OF STRUCTURED DEPOSIT

On 22 February 2023, Lugang International entered into the Lugang Structured Deposit Agreement with Xiamen International Bank, pursuant to which Lugang International agreed to purchase structured deposit of RMB50 million using internal resources.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratio (as calculated under Rule 14.07 of the Listing Rules) in respect of the Lugang Structured Deposit Agreement exceeds 5% but all of the applicable percentage ratios are less than 25%, the purchase of structured deposit under the Lugang Structured Deposit Agreement as mentioned above constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

BACKGROUND

The Board announced that on 22 February 2023, Lugang International entered into the Lugang Structured Deposit Agreement with Xiamen International Bank, pursuant to which Lugang International agreed to purchase structured deposit of RMB50 million using internal resources.

THE LUGANG STRUCTURED DEPOSIT AGREEMENT

The principal terms of the Lugang Structured Deposit Agreement are set out as follows:

- (1) Date of subscription: 22 February 2023
- (2) Parties:
 - (i) Xiamen International Bank
 - (ii) Lugang International
- (3) Name of the product: Xiamen International Bank Corporation Structured Deposit (linked exchange rate three-tier interval A)
- (4) Type of return: Principal-guaranteed with variable return
- (5) Subscription amount: RMB50 million (equivalent to approximately HK\$57 million). The Board believes that the consideration of such subscription was determined on the basis of arm's length commercial terms
- (6) Term of deposits: 180 days
- (7) Product linked and expected annualized rate of return:
 - Pegging indicator: EUR/USD rate set by BFIX: Bloomberg FX Fixings
 - Initial price: Current middle rate of EUR/USD at 14:00 (Beijing time) published under the "EUR CURRENCY BFIX" on the Bloomberg's website on 23 February 2023
 - Implemented price: Current middle rate of EUR/USD at 14:00 (Beijing time) published under the "EUR CURRENCY BFIX" on the Bloomberg's website on the two working days before the product maturity date or early termination date

The expected rate of return will be 3.25% if the implemented price is less than or equal to 88.50% of the initial price;

The expected rate of return will be 3.15% if the implemented price is higher than 88.50% of the initial price but less than 122.50% of the initial price; and

The expected rate of return will be 1.60% if the implemented price is higher than 122.50% of the initial price.

- (8) Principle for calculation of return and interest: Daily rate of return = annual rate of return/360; actual return is calculated based on simple interest
- (9) Payment of principal and return: The principal and the return of the investment will be paid on the maturity date of the investment. If the date is a holiday, it shall be postponed to the next working day, and the investment term shall also be extended accordingly

INFORMATION ON THE PARTIES

The Company is an investment holding company and the Group is principally engaged in provision of medical care, health care and geriatric care related services and products.

Lugang International is a non-wholly owned subsidiary of the Company and is principally engaged in property development.

Xiamen International Bank is a licensed bank established under the laws of the PRC and is principally engaged in the provision of banking and related financial services. To the Directors' knowledge, information and belief, Xiamen International Bank and its ultimate beneficial owners are independent from the Company and its connected person.

REASONS FOR AND BENEFITS OF THE PURCHASE OF STRUCTURED DEPOSIT

The reasonable and efficient use of temporary idle funds will enhance the overall capital gain of the Company, which is consistent with the core objectives of the Company to ensure capital safety and liquidity. The impact of risk factors on the expected return of the Lugang Structured Deposit Agreements is low, but the Group could get a higher return as compared with fixed term deposit in commercial banks in the PRC.

The Directors consider that the terms of the Lugang Structured Deposit Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better in the ordinary course of business of the Group, and are in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratio (as calculated under Rule 14.07 of the Listing Rules) in respect of the Lugang Structured Deposit Agreement exceeds 5% but all of the applicable percentage ratios are less than 25%, the purchase of structured deposit under the Lugang Structured Deposit Agreement as mentioned above constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements under the Listing Rules.

DEFINITIONS

Unless the context otherwise requires, the following terms used herein have the following meanings:

“Board”	the board of Directors
“Company”	Beijing Health (Holdings) Limited 北京健康 (控股) 有限公司, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2389)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Lugang International”	Beijing Lugang International Logistic Co., Ltd.* (北京陸港國際物流有限公司), a company established in the PRC with limited liability and is a non-wholly owned subsidiary of the Company
“Lugang Structured Deposit Agreement”	the structured deposit agreement entered into between Lugang International and Xiamen International Bank dated 22 February 2023 in relation to the purchase of structured deposit

“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“working day(s)”	a day on which licensed banks are generally open for business in the PRC throughout their normal business hours
“Xiamen International Bank”	Xiamen International Bank Co., Ltd., a joint stock company incorporated in the PRC with limited liability and a licensed bank in the PRC
“%”	per cent.

By Order of the Board
Beijing Health (Holdings) Limited
Zhu Shi Xing
Chairman

Hong Kong, 22 February 2023

As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Zhu Shi Xing, Mr. Liu Xue Heng, Mr. Gu Shan Chao, Mr. Siu Kin Wai, Mr. Hu Shiang Chi and Mr. Wang Zheng Chun and five independent non-executive Directors, namely Mr. Robert Winslow Koepf, Mr. Gary Zhao, Mr. Tse Man Kit, Keith, Mr. Wu Yong Xin and Mr. Zhang Yun Zhou.

* *For identification purpose only*