

*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.*



**Jiyi Holdings Limited**  
**集一控股有限公司**

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

**(Stock Code: 1495)**

**VOLUNTARY ANNOUNCEMENT  
STRATEGIC COOPERATION FRAMEWORK AGREEMENT  
IN RELATION TO A POSSIBLE ACQUISITION**

The Board of the Company is pleased to announce that on 23 December 2020 (after trading hours of the Stock Exchange), the Company has entered into the Strategic Cooperation Framework Agreement with the Potential Vendor in relation to the Possible Acquisition of 51% equity interest of the Target Company.

Shareholders and potential investors of the Company should be aware that the terms of the Possible Acquisition are subject to further negotiation among the parties to the Strategic Cooperation Framework Agreement and are subject to the parties entering into the Formal Agreement. As the Possible Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Formal Agreement is entered into and the Possible Acquisition materialises, it may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules and further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

This announcement is published on a voluntary basis to keep the shareholders of the Company, together with its subsidiaries, and potential investors informed of the business development of the Company.

The Board is pleased to announce that on 23 December 2020 (after trading hours of the Stock Exchange), the Company has entered into the Strategic Cooperation Framework Agreement with the Potential Vendor in relation to the Possible Acquisition of 51% equity interest of the Target Company.

## **THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT**

Set out below the principal terms of the Strategic Cooperation Framework Agreement:

Date: 23 December 2020

Parties:

- (1) Jiye Holdings Limited as purchaser (the Purchaser)
- (2) Shenzhen Jingliang Fund Management Partnership (Limited Partnership)\* (深圳市景良基金管理合夥企業(有限合夥)) as the vendor (the Potential Vendor)
- (3) Beijing Guoda Xingfu Technology Company Limited\* (北京國大幸福科技有限公司) as the target company (the Target Company)

The Potential Vendor is established in the PRC as limited partnership, and it is principally engaged in the business of investment management. As at the date of this announcement, the Potential Vendor holds 100% equity interest in the Target Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Potential Vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The Target Company is established in PRC with limited liability, and it empowers people with chronic conditions to live better and healthier lives, beginning with the health management platform services. The Target Company owns, or is integrating, medical resources including but not limited to the followings:

- (i) support from National Health Commission of the PRC, Chinese Preventive Medicine Association Chronic Disease Branch and Chinese Aging Well Association;
- (ii) cooperation with online and physical medical service centers in the PRC, including hospitals, pharmacies, clinics, Chinese medicine organizations and etc.;
- (iii) expert support as to chronic diseases;
- (iv) macro-scale health management data;
- (v) relevant medical devices for chronic disease management;
- (vi) inheritances of Traditional Chinese Medicine experts and training of medical staffs; and
- (vii) cooperation with the relevant authorities of the PRC government and expert team for the nation-wide expansion of the distribution channel management of chronic disease management and medical services.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Target Company and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

### **Subject Matter**

Under the Strategic Cooperation Framework Agreement, it is proposed that the Company will acquire 51% equity interest of the Target Company from the Potential Vendor subject to the terms and conditions of the Formal Agreement.

## **Consideration**

The consideration for the Possible Acquisition will be subject to further negotiation between the parties to the Strategic Cooperation Framework Agreement based on the valuation of the Target Company to be conducted by an independent professional valuer.

The consideration for the Possible Acquisition shall be settled by cash and/or procuring the Company to allot and issue new Shares or such other methods agreed between the parties to the Strategic Cooperation Framework Agreement.

## **Due diligence review**

The Company will conduct the due diligence review on the assets, indebtedness, operation and other aspect of Target Company as it may consider appropriate and the Potential Vendor shall provide such assistance as the Company may require in connection with such review.

## **Non-legally binding effect**

The Strategic Cooperation Framework Agreement is a framework agreement and does not constitute a legally-binding commitment between the parties. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

## **Reasons for and benefit of the Possible Acquisition**

The Group is principally engaged in the business of sale and distribution of merchandise, and provision of interior design and engineering services in the PRC.

As disclosed in the Company's interim report for the six months ended 30 June 2020, the Group is actively seeking for business breakthrough and transformation with the use of information technology and is also actively looking for new investment opportunities to enhance the Group's profitability and maximize the returns and benefits for the Company's shareholders.

The COVID-19 coronavirus has been spreading across globally and as at the date of this announcement, there were over 76.4 million of identified cases. The on-going COVID-19 pandemic and its geographical resurgence have caused major disruptions to the global economy, and brought huge impact on people's lives, families, and communities. It is observed that patients with chronic diseases are the biggest victim in the COVID-19 pandemic as among the confirmed cases, many of the patients with chronic diseases could not withstand the COVID-19 coronavirus and passed away in this pandemic. The pandemic has raised public awareness and focuses on personal health and the "care and cure" over chronic diseases. There is a growing demand for digital health management platform that consolidates healthcare big data and provides meaningful solution and advice to personal health management and monitoring. In view of the above, the Board is eager to make an effort to contribute to the development of the healthcare sector by putting investments into health management platform projects. The Company is also strive to develop the business of "Healthy Household" by including an element of healthcare in its household projects. The Possible Acquisition represents a transformational opportunity to improve access and experience of healthcare for Household consumers of the Company, which will create substantial value across the "Healthy Household" ecosystem and enable the company to offer higher quality, personalized, technology-enabled longitudinal services that improves outcomes at lower costs across the full spectrum of household projects.

Pursuant to the Strategic Cooperation Framework Agreement, after the Possible Acquisition, the health management platform of the Potential Vendor shall be integrated to the Group's business conglomerate. The Board considers that the entering into of the Strategic Cooperation Framework Agreement provides a valuable opportunity for the Company to develop its portfolio and footprint in the healthcare sector, which is beneficial to the Group and the Shareholders as a whole in the long run.

In view of the above, the Directors (including all independent non-executive directors) considers that the terms and conditions of the Strategic Cooperation framework Agreement are fair and reasonable, and the Proposed Acquisition is in the overall interest of the Company and Shareholders.

**The Board wishes to emphasize that no legally binding agreement in relation to the Possible Acquisition has been entered into by the parties as at the date of this announcement. The entering into of the Formal Agreement, if it materialises, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement in respect of the Possible Acquisition will be made by the Company should the Formal Agreement has been entered into.**

**As the Formal Agreement in respect of the Possible Acquisition may or may not be entered into, investors and shareholders of the Company are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Jiyi Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Stock Exchange
“Directors(s)”	director(s) of the Company
“Formal Agreement”	the formal sale and purchase agreement which may or may not be entered into by the Company and the Potential Vendor in relation to the Possible Acquisition
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Possible Acquisition”	the possible acquisition of 51% equity interest of the Target Company from the Potential Vendor to be carried out by the Company as contemplated under the Strategic Cooperation Framework Agreement and is subject to the execution and completion of the Formal Agreement
“Potential Vendor”	Shenzhen Jingliang Fund Management Partnership (Limited Partnership)* (深圳市景良基金管理合夥企業(有限合夥)), a partnership incorporated in PRC with limited liability
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Framework Agreement”	the non-legally binding Strategic Cooperation Framework Agreement dated 23 December 2020 entered into between the Potential Vendor and the Company setting out the preliminary understanding in relation to the Possible Acquisition

“Target Company” Beijing Guoda Xingfu Technology Company Limited\*  
(北京國大幸福科技有限公司), a company  
incorporated in PRC with limited liability

“%” Percent

By order of the Board  
**Jiyi Holdings Limited**  
**Hou Wei**  
*Chairlady*

Hong Kong, 23 December 2020

*As at the date of this announcement, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.*

\* *For identification purpose only*