

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.

FOSUN PHARMA

复星医药

上海復星醫藥（集團）股份有限公司

Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 02196)

CONNECTED TRANSACTION INVESTMENT AGREEMENT IN RELATION TO CAPITAL INCREASE IN THE TARGET

THE INVESTMENT AGREEMENT

The board is pleased to announce that on 24 January 2022, Fosun Pharmaceutical Industrial, Yadong Zhijian, Ningbo Fumai and the Target entered into the Investment Agreement in relation to, among other things, the Capital Increase in the Target. The Group's total contribution amount through Fosun Pharmaceutical Industrial is RMB90 million which will be paid in part by cash and in part by capitalisation of loan owed to it by the Target.

Before the Capital Increase, the Target is held by the Company through Fosun Pharmaceutical Industrial and Foshan Hospital as to 30% in aggregate. Upon completion of the Capital Increase, Fosun Pharmaceutical Industrial's shareholding in the Target will increase from 25% to approximately 25.88%, and the Target will be held by the Company through Fosun Pharmaceutical Industrial and Foshan Hospital as to approximately 28.24% in aggregate.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, the Target is held as to 40% and 10% by Yadong Zhijian and Ningbo Fumai respectively, which in turn are both subsidiaries of Fosun High Tech, the Company's controlling shareholder. As such, the Target is an associate of Fosun High Tech, and each of Yadong Zhijian, Ningbo Fumai and the Target is a connected person of the Company. The transaction under the Investment Agreement therefore constitutes a connected transaction of the Company. Given the other parties to the Investment Agreement are all associated with Fosun High Tech, the transaction contemplated under the Investment Agreement are aggregated with the Previous Connected Transactions pursuant to Rule 14A.81 of the Hong Kong Listing Rules.

As the relevant percentage ratio(s) in respect of the capital contribution to be made by Fosun Pharmaceutical Industrial, when aggregated with the Previous Connected Transactions, is more than 0.1% but all of them are less than 5%, the transaction contemplated under the Investment Agreement is subject to the reporting and announcement requirements, but is exempted from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

THE INVESTMENT AGREEMENT

The board is pleased to announce that on 24 January 2022, Fosun Pharmaceutical Industrial, Yadong Zhijian, Ningbo Fumai and the Target entered into the Investment Agreement in relation to, among other things, the Capital Increase in the Target. The principal terms of the Investment Agreement are summarized below:

Date

24 January 2022

Parties

- (1) Fosun Pharmaceutical Industrial
- (2) Yadong Zhijian
- (3) Ningbo Fumai
- (4) the Target

The Capital Increase

Pursuant to the Investment Agreement:

- (i) Yadong Zhijian will contribute an aggregate sum of RMB210 million to the Target (comprising a cash amount of RMB43.4 million and capitalisation of the outstanding loan amount owing from the Target of RMB166.6 million) to subscribe for additional registered capital of RMB35 million in the Target;
- (ii) Fosun Pharmaceutical Industrial will contribute an aggregate sum of RMB90 million to the Target (comprising a cash amount of RMB18.6 million and capitalisation of the outstanding loan amount owing from the Target of RMB71.4 million) to subscribe for additional registered capital of RMB15 million in the Target;
- (iii) Ningbo Fumai has agreed to make an investment in the amount of RMB37.5 million in the Target for the subscription of additional registered capital in the Target in the amount of RMB6.25 million.

On the same date as the Investment Agreement, the parties have also entered into a supplemental agreement confirming that the additional registered capital as subscribed by Ningbo Fumai will be utilised for equity incentive purposes in the future.

The cash portion of the respective contributions by Yadong Zhijian and Fosun Pharmaceutical Industrial are to be paid within 5 business days of the conditions precedent to the Capital Increase as described below in the section headed “Conditions Precedent to the Capital Increase” in this announcement. The total investment amount by Ningbo Fumai will be paid up in cash by the corresponding grantees upon vesting and exercise of the relevant equity incentives which may be granted.

Upon completion of the Capital Increase, the registered capital of the Target will increase from RMB50 million to RMB106.25 million, and the excess of the investment amounts over the amount of registered capital subscribed for will be credited by the Target as contributed surplus.

The capital contributions are intended to be applied primarily towards meeting the Target’s research funding, marketing expenses, as well as daily operational needs.

The capital contribution by Fosun Pharmaceutical Industrial will be financed by its self-raised funds.

Basis of determination of the investment amounts

The pre-money valuation of the Target of RMB300 million is negotiated and agreed between Fosun Pharmaceutical Industrial and the other parties to the Investment Agreement, which amount is determined primarily by reference to the valuation of the owners’ equity of the Target as at 31 August 2021 as assessed by an independent valuer.

The valuation by the independent valuer was based on the market approach with reference to the price-to-research ratio (being the valuation as divided by research and development expenses).

A number of comparable companies in the medical imaging AI business with similar asset scale and nature of business with the Target are referred to in the valuation and their details are follows:

| Comparable Companies | Financing round | Time | Pre-money valuation (RMB million) | R&D expenses in the corresponding year (RMB million) |
|-----------------------------|------------------------|----------------|--|---|
| Shukun Technology | Round A+ | July 2019 | 500 | 42.69 |
| Airdoc Technology | Round B | April 2018 | 400 | 41.21 |
| Keya Medical | Angel Round | September 2019 | 247 | 35.44 |

Note: information compiled from information published by comparable companies

The applicable price-to-research ratio of the Target and the comparable companies are set out as follows:

| | Shukun Technology | Airdoc Technology | Keya Medical |
|--|------------------------------|------------------------------|-------------------------|
| Adjusted price-to-research ratio ^(Note) | 9.43 | 7.87 | 7.1 |
| Price-to-research ratio of the Target | | | 8.13 |

Note: the adjustments to the price-to-research ratio of the comparable companies have taken into account (among other things) the relevant transaction date, financing round, the area of product application, technology advancement indicator and extent of commercialization etc.

The valuation result in respect of the Target's owners' equity as at 31 August 2021 = price-to-research ratio * the Target's research and development expenses for the year ended 31 December 2021 estimated as at the valuation date + the value of non-operating assets and liabilities^(Note)

$$= 8.13 \times 65.0632 + (-227.5006)$$

$$= 301.50 \text{ (Unit: approximately RMB million with rounding)}$$

Note: the value of non-operating assets and liabilities is RMB-227.5006 million, which mainly comprises shareholders' loan.

Conditions precedent to the Capital Increase

The Capital Increase by the parties in the Target is conditional upon each of the parties completing their respective internal approval procedures including:

- (i) the Target obtaining approval from its shareholders at a general meeting;
- (ii) the other shareholders of the Target waiving their respective pre-emptive rights with respect to the Capital Increase; and
- (iii) each of the parties undertaking the Capital Increase having obtained the requisite approvals in accordance with applicable laws and regulations as well as its constitutional documents.

SHAREHOLDING STRUCTURE OF THE TARGET

The table below sets out the shareholding structure of the Target immediately before and after the Capital Increase:

| Shareholders | Immediately before completion of the Capital Increase | | Immediately after completion of the Capital Increase | |
|---------------------------------|---|----------------------------|---|----------------------------|
| | Capital contribution (RMB million) | Shareholding percentage | Capital contribution (RMB million) | Shareholding percentage |
| Yadong Zhijian | 20 | 40% | 55 | 51.7647% |
| Fosun Pharmaceutical Industrial | 12.5 | 25% | 27.5 | 25.8824% |
| Foshan Hospital | 2.5 | 5% | 2.5 | 2.3529% |
| Ningbo Puximai <i>(Note 1)</i> | 5 | 10% | 5 | 4.7059% |
| Ningbo Songmai <i>(Note 2)</i> | 5 | 10% | 5 | 4.7059% |
| Ningbo Fumai | 5 | 10% | 11.25 | 10.5882% |
| Total | 50 | 100% | 106.25 | 100% |

Notes:

1. Ningbo Puximai is a limited liability partnership established in the PRC. Its general partner is Shanghai Xingyu Commercial Consulting Co., Ltd.* (上海杏愉商務諮詢有限公司), which in turn is owned by He Chuan (何川) and Fang Qu (房劬) as to 70% and 30%, respectively. Its limited partners are Shanghai Yunji Information Technology Co., Ltd.* (上海雲濟信息科技有限公司) which is a subsidiary of Fosun High Tech, He Chuan (何川), Fang Qu (房劬), Yadong Zhijian, Wang Jialian (王嘉廉), Song Qiong (宋瓊) and Liu Weiping (劉維平).
2. Ningbo Songmai is a limited liability partnership established in the PRC. Its general partner is Shanghai Xingyu Commercial Consulting Co., Ltd.* (上海杏愉商務諮詢有限公司). Its limited partners are Shanghai Yunji Information Technology Co., Ltd.* (上海雲濟信息科技有限公司) and Wang Jialian (王嘉廉).

REASONS FOR AND THE BENEFITS OF ENTERING INTO THE INVESTMENT AGREEMENT

The Target is a company that focuses on technology and innovation, and it is principally engaged in the development, product and sale of artificial intelligence software and digital solutions for medical imaging and pathology applications. While a number of its products were commercialized for the market in 2021, the Target is currently still in the investment and research phase. The Capital Increase seeks to (i) address the capital requirement in relation to the Target's present investment in research and development, marketing expenses as well as daily business operation; (ii) capitalize the outstanding shareholders' loan owed by the Target to Yadong Zhijian and Fosun Pharmaceutical Industrial, thereby improving the Target's liquidity; and (iii) enhance the incentives measures available for the staff of the Target.

Upon completion of the Capital Increase, Fosun Pharmaceutical Industrial's shareholding in the Target will increase from 25% to approximately 25.88%, and the Target will be held by the Company through Fosun Pharmaceutical Industrial and Foshan Hospital as to approximately 28.24% in aggregate.

Taking into account the foregoing, the Directors (including the independent non-executive Directors) are of the view that the terms of the Investment Agreement are on normal commercial terms that are fair and reasonable, and Fosun Pharmaceutical Industrial's investment in the Target is in the ordinary course of the Group's business, and is in the interest of the Company and its Shareholders as a whole.

Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang and Mr. Pan Donghui, Mr. Wang Kexin and Ms. Guan Xiaohui, being Directors who currently take up certain positions in Fosun International and/or its subsidiaries (other than members of the Group), abstained from voting on the resolution of the Board in respect of the entering into of the Investment Agreement as referred to above, while the remaining Directors (including 4 independent non-executive Directors) participated in the voting and approved the Investment Agreement and the transactions contemplated thereunder unanimously.

INFORMATION ON THE GROUP AND THE OTHER PARTIES TO THE INVESTMENT AGREEMENT

The Group

The Group is principally engaged in the development, manufacture and sale of pharmaceutical products and medical equipment, import and export of medical equipment and the provision of related and other consulting services and investment management.

Fosun Pharmaceutical Industrial

Fosun Pharmaceutical Industrial is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company. It is principally engaged in industrial investments, medical industry investments, import and export of goods and technologies.

Yadong Zhijian

Yadong Zhijian is a company incorporated in the PRC and a wholly-owned subsidiary of Fosun High Tech, the controlling shareholder of the Company. Its principal business includes corporate management consultancy.

Ninbo Fumai

Ningbo Fumai is a limited liability partnership established in the PRC. Its general partner is Shanghai Xingyu Commercial Consulting Co., Ltd.* (上海杏愉商務諮詢有限公司), which in turn is owned by He Chuan (何川) and Fang Qu (房劬) as to 70% and 30%, respectively. Its limited partner is Shanghai Yunji Information Technology Co., Ltd.* (上海雲濟信息科技有限公司), a company incorporated in the PRC. The results of Ningbo Fumai are consolidated into the financial statements of Fosun High Tech,

the controlling shareholder of the Company. Accordingly, Ningbo Fumai is a subsidiary of Fosun High Tech for the purpose of the Hong Kong Listing Rules. Its principal business includes investment management and consultancy.

Xingmai Technology

The Target was incorporated in February 2018 in the PRC and it is principally engaged in the development, product and sale of artificial intelligence software and digital solutions for medical imaging and pathology applications.

The audited financial information for the two financial years ended 31 December 2019 and 2020, as well as for the eight months ended 31 August 2021, are set out as follows:

| | For the year ended | | For the eight |
|-----------------------------------|---------------------------|---------------------|-----------------------|
| | 31 December | 31 December | months ended |
| | 2019 | 2020 | 31 August 2021 |
| | <i>(approx.</i> | <i>(approx.</i> | <i>(approx.</i> |
| | <i>RMB million)</i> | <i>RMB million)</i> | <i>RMB million)</i> |
| Revenue | 0.4 | 3.1 | 15.9 |
| Net profit/(loss) before taxation | (73.9) | (87.1) | (67.8) |
| Net profit/(loss) after taxation | (73.9) | (87.1) | (68.1) |

The Target recorded an audited total assets and net liability as at 31 August 2021 amounted to approximately RMB47.3 million and RMB(199.5) million respectively.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As at the date of this announcement, the Target is respectively held as to 40% and 10% by Yadong Zhijian and Ningbo Fumai respectively, which in turn are both subsidiaries of Fosun High Tech, the Company's controlling shareholder. As such, the Target is an associate of Fosun High Tech, and each of Yadong Zhijian, Ningbo Fumai and the Target is a connected person of the Company. The transaction under the Investment Agreement therefore constitutes a connected transaction of the Company. Given the other parties to the Investment Agreement are all associated with Fosun High Tech, the transaction contemplated under the Investment Agreement is aggregated with the Previous Connected Transactions pursuant to Rule 14A.81 of the Hong Kong Listing Rules.

As the relevant percentage ratio(s) in respect of the capital contribution to be made by Fosun Pharmaceutical Industrial, when aggregated with the Previous Connected Transactions, is more than 0.1% but all of them are less than 5%, the transaction contemplated under the Investment Agreement is subject to the reporting and announcement requirements, but is exempted from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

DEFINITIONS

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

| | |
|---------------------------|--|
| “A Share(s)” | the domestic share(s) of the Company with a nominal value of RMB1 each, which are listed on the Shanghai Hong Kong Stock Exchange and traded in RMB |
| “Airdoc Technology” | Beijing Airdoc Technology Co., Ltd.* (北京鷹瞳科技發展有限公司) |
| “Board” | the board of Directors |
| “Capital Increase” | the increase in capital in the Target by Fosun Pharmaceutical Industrial, Yadong Zhijian and Ningbo Fumai pursuant to the terms of the Investment Agreement |
| “Company” | Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed and traded on the Main Board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively |
| “connected person(s)” | shall have the meaning ascribed to it under the Hong Kong Listing Rules |
| “controlling shareholder” | shall have the meaning ascribed to it under the Hong Kong Listing Rules |
| “Dalian Fujian” | Dalian Fujian Xingweilai Venture Capital Investment Management Partnership (Limited Partnership)* (大連復健星未來創業投資管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC, the general partner of which is Fujian Fund, and a subsidiary of the Company |
| “Dalian Fund” | Dalian Xingweilai Venture and Innovation Fund Partnership (Limited Partnership)* (大連星未來創業創新基金合夥企業(有限合夥)), a limited partnership registered in the PRC and a subsidiary of the Company |
| “Dalian Fund LPA” | the limited partnership agreement dated 7 January 2022 entered into between Dalian Fujian, Ningbo Fuying, Fosun High Tech, Dalian Rongda and Lvshun Guotou (as supplemented by a supplemental agreement of even date) in relation to the formation of the Dalian Fund |

| | |
|-----------------------------------|---|
| “Dalian Partnership Agreement” | the limited partnership agreement dated 24 November 2021 entered between Fujian Fund, the Company, Fosun High Tech and Ningbo Xingyao Furui Corporate Management Partnership (Limited Partnership)* (寧波星曜復瑞企業管理合夥企業(有限合夥)) in relation to formation of Dalian Fujian |
| “Dalian Rongda” | Dalian Rongda Investment Co., Ltd.* (大連融達投資有限責任公司), a company incorporated under the laws of the PRC with limited liability |
| “Director(s)” | director(s) of the Company |
| “FMH Share Transfer Agreement” | Equity Transfer Agreement dated 9 December 2021 between Fosun Industrial Co., Limited and Windgothenburg (HK) Limited in relation to the acquisition of 45% equity interest in Fosun Medical Holdings AB held by Windgothenburg (HK) Limited |
| “Fosun Health” | Shanghai Fosun Health Technology (Group) Co., Ltd.* (上海復星健康科技(集團)有限公司) (formerly known as Shanghai Fosun Healthcare (Group) Co., Ltd.* (上海復星醫療(集團)有限公司)), a company established in the PRC with limited liability and a subsidiary of the Company |
| “Fosun High Tech” | Shanghai Fosun High Technology (Group) Company Limited* (上海復星高科技(集團)有限公司), a direct wholly-owned subsidiary of Fosun International and the controlling shareholder of the Company |
| “Foshan Hospital” | Foshan Fosun Chancheng Hospital Limited* (佛山復星禪誠醫院有限公司), formerly known as Foshan Chancheng Central Hospital Company Limited* (佛山市禪城區中心醫院有限公司) a medical institution established as approved by the Population, Health and Drug Administration of Chancheng District, Foshan* (佛山市禪城區人口和衛生藥品監督管理局), and a subsidiary of the Company |
| “Fosun International” | Fosun International Limited (復星國際有限公司), an indirect subsidiary of Fosun International Holdings Ltd. and a controlling shareholder of the Company, whose shares are listed on the Hong Kong Stock Exchange (stock code: 00656) |
| “Fosun Pharmaceutical Industrial” | Shanghai Fosun Pharmaceutical Industrial Development Co., Ltd.* (上海復星醫藥產業發展有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company |

| | |
|----------------------------|---|
| “Fujian Fund” | Shanghai Fujian Equity Investment Fund Management Co., Ltd.* (上海復健股權投資基金管理有限公司), a company established in the PRC with limited liability and a subsidiary of the Company |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | the overseas listed share(s) of the Company with a nominal value of RMB1 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollar |
| “Hainan JV Agreements” | the joint venture contract and shareholders’ agreement dated 4 February 2021 entered into between Qianda (Tianjin) International Trading Co., Ltd.* (謙達(天津)國際貿易有限公司) and Hainan Fosun Trade Co., Ltd.* (海南復星商社貿易有限公司) in relation to the establishment of Hainan Fosun Trade Medical Trading Co., Ltd.* (海南復星商社醫療貿易有限公司) |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| “Hong Kong Stock Exchange” | The Hong Kong Stock Exchange of Hong Kong Limited |
| “Independent Third Party” | a party independent of the Company and its connected persons |
| “Investment Agreement” | the investment agreement dated 24 January 2022 entered into among Fosun Pharmaceutical Industrial, Yadong Zhijian, Ningbo Fumai and the Target in relation to, among other things, the Capital Increase and a supplemental agreement entered into on the same date among the same parties confirming certain equity incentives arrangements with respect to the registered capital subscribed by Ningbo Fumai |
| “Keya Medical” | Beijing Keya Medical Technology Co., Ltd.* (北京科亞方舟醫療科技股份有限公司) |
| “Lvshun Guotou” | Dalian Lvshunkou District State-owned Assets Investment Group Co., Ltd.* (大連市旅順口區國有資本投資運營集團有限公司), a company incorporated in the PRC with limited liability |
| “Nanfeng JV Contract” | the joint venture contract dated 31 May 2021 entered into between Foshan Hospital and the Target in relation to the formation of Fosun Nanfeng (Shenzhen) Medical Technology Co., Ltd.* (復星南風(深圳)醫療技術有限公司) |

| | |
|-----------------------------------|--|
| “Ningbo Fumai” | Ningbo Meishan Bonded Port Area Fumai Investment Management Partnership (Limited Partnership)* (寧波梅山保稅港區復脈投資管理合夥企業(有限合夥)), a limited liability partnership established in the PRC which is accounted for as a subsidiary of Fosun High Tech, the Company’s controlling shareholder |
| “Ningbo Fuying” | Ningbo Fuying Investment Co., Ltd.* (寧波復瀛投資有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of the Company |
| “Ningbo Puximai” | Ningbo Meishan Bonded Port Area Puximai Investment Management Partnership (Limited Partnership)* (寧波梅山保稅港區普希脈投資管理合夥企業(有限合夥)), a limited liability partnership established in the PRC |
| “Ningbo Songmai” | Ningbo Meishan Bonded Port Area Songmai Corporation Management Partnership (Limited Partnership)* (寧波梅山保稅港區松脈企業管理合夥企業(有限合夥)), a limited liability partnership established in the PRC |
| “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 |
| “Previous Connected Transactions” | the transactions contemplated under the Hainan JV Agreements, the Transfer Contract, Nanfeng JV Contract, the Purchase Agreement, the Xingchen Joint Venture Agreement, Shenzhen Fosun Health ETAs, Suzhou Partnership Agreement, Dalian Partnership Agreement, Tianjin Xingyao Capital Reduction Agreement, FMH Share Transfer Agreement, Xingchuang Equity Transfer Agreement, Zhuorui Capital Increase Agreement, the Dalian Fund LPA and the Suzhou Fund LPA |
| “Purchase Agreement” | the membership interest purchase agreement dated 9 June 2021 entered into between the Fosun Pharma USA Inc., a subsidiary of the Company, and Fosun Healthcare US LLC in relation to the acquisition of a 49% interest in NOVA JV (US) LLC held by Fosun Healthcare US LLC |
| “RMB” | Renminbi, the lawful currency of the PRC |

| | |
|--------------------------------------|---|
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Share(s)” | A Share(s) and H Share(s) |
| “Shenzhen Fosun Health ETAs” | the equity transfer agreements dated 26 April 2021 entered into between Fujian Fund and each of Fosun High Tech, Shanghai Youle Information Technology Company Limited* (上海有叻信息科技有限公司) and Foshan Hospital, respectively, in relation to, among others, the acquisition of a 28.2373% and 8.3051% equity interest in Shenzhen Fosun Health Information Technology Co., Ltd.* (深圳復星健康信息科技有限公司) held by Fosun High Tech and Shanghai Youle Information Technology Company Limited* (上海有叻信息科技有限公司), respectively |
| “Shukun Technology” | Shukun (Beijing) Technology Co., Ltd.* (數坤(北京)網絡科技股份有限公司) |
| “Suzhou Partnership Agreement” | the limited partnership agreement dated 26 October 2021 entered between Fujian Fund, the Company, Fosun High Tech and Suzhou Xingsheng Health Industry Management Partnership (Limited Partnership)* (蘇州星盛健康產業管理合夥企業(有限合夥)) in relation to formation of Xingsheng Fuying |
| “Suzhou Xingsheng Yuanfeng Fund LPA” | the limited partnership agreement dated 24 January 2022 entered into between Xingsheng Fuying, Ningbo Fuying, Fosun High Tech and Suzhou Tianshi Parent Fund in relation to the formation of Suzhou Xingsheng Yuanfeng Venture and Investment Partnership (Limited Partnership)* (蘇州星盛園豐創業投資合夥企業(有限合夥)) (a temporary company name, subject to the approval of relevant registration authorities) |
| “Target” or “Xingmai Technology” | Shanghai Xingmai Information Technology Co., Ltd.* (上海杏脈信息科技有限公司), a company incorporated in the PRC |
| “Tianjin Xingyao” | Xingyao (Tianjin) Investment Management Partnership (Limited Partnership)* (星耀(天津)投資管理合夥企業(有限合夥)), a limited partnership formed in the PRC and a subsidiary of the Company |

| | |
|---|---|
| “Tianjin Xingyao Capital Reduction Agreement” | the capital reduction agreement dated 9 December 2021 entered into between the Company, Fujian Fund, Fosun High Tech, Tianjin Fuyao Business Management Partnership (Limited Partnership)* (天津復曜商業管理合夥企業(有限合夥)) and Tianjin Xingyao, pursuant to which all partners of Tianjin Xingyao agreed to reduce the capital contribution in proportion to their respective partnership interest in Tianjin Xingyao, and each partner will withdraw 50% of their respective capital contribution |
| “Transfer Contract” | the equity transfer and loan assignment contract dated 26 April 2021 entered into between Foshan Fosun Chancheng Hospital Limited* (佛山復星禪誠醫院有限公司), Fosun Health, Foshan Chanxi Real Estate Development Co., Ltd.* (佛山禪曦房地產開發有限公司) and Shanghai Yuyuan Tourist Mart (Group) Co., Ltd.* (上海豫園旅游商城(集團)股份有限公司) in relation to, among others, the transfer of 100% equity interest in, and the debts of, Foshan Chanxi Real Estate Development Co., Ltd.* (佛山禪曦房地產開發有限公司) |
| “Xingchen Joint Venture Agreement” | the joint venture agreement dated 11 October 2021 entered into between Fosun Health and Shanghai Forte Industrial Development Group Co., Ltd.* (上海復地產業發展集團有限公司) in relation to the setting up of Suzhou Xingchen Children’s Hospital Co., Ltd.* (蘇州星晨兒童醫院有限公司) |
| “Xingchuang Equity Transfer Agreement” | the equity transfer agreements dated 9 December 2021 entered into between Fosun High Tech and Shanghai Fosun Pharmaceutical Industrial in relation to the acquisition of a 87% equity interest in Shanghai Xingchuang Health Technology Co., Ltd.* (上海星創健康科技有限公司) held by Fosun High Tech |
| “Xingsheng Fuying” | Suzhou Xingzheng Fuying Corporate Management Partnership (Limited Partnership)* (蘇州星盛復盈企業管理合夥企業(有限合夥)), a limited partnership established in the PRC and a connected subsidiary of the Company |
| “Yadong Zhijian” | Yadong Zhijian Information Technology Co., Ltd.* (亞東智健信息科技有限公司), a company incorporated in the PRC and a subsidiary of Fosun High Tech |

“Zhuorui Capital Increase Agreement”

the capital increase agreement dated 28 December 2021 entered into between Fosun Health, Shanghai Xingshuangjian Investment Management Co., Ltd.* (上海星雙健投資管理有限公司), Shanghai Fosun Health Industry Holding Company Limited* (上海復星健康產業控股有限公司) and Shanghai Zhuorui Integrated Outpatient Limited Company* (上海卓瑞綜合門診部有限公司) in relation to the proposed capital increase in Shanghai Zhuorui Integrated Outpatient Limited Company* (上海卓瑞綜合門診部有限公司)

“%”

per cent.

By order of the Board
Shanghai Fosun Pharmaceutical (Group) Co., Ltd.*
Wu Yifang
Chairman

Shanghai, the PRC
24 January 2022

As at the date of this announcement, the executive directors of the Company are Mr. Wu Yifang, Mr. Wang Kexin and Ms. Guan Xiaohui; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang and Mr. Pan Donghui; and the independent non-executive directors of the Company are Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson.

* For identification purpose only