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农夫山泉

NONGFU SPRING CO., LTD.

農夫山泉股份有限公司

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

(Stock Code: 9633)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

RENEWAL OF EXISTING CONTINUING CONNECTED TRANSACTIONS

Reference is made to the section headed “Connected Transactions” in the Prospectus, which disclosed, among others, the continuing connected transactions contemplated under the Purchasing Framework Agreement and the Basic R&D and Test Service Framework Agreement.

As each of the Purchasing Framework Agreement and the Basic R&D and Test Service Framework Agreement will expire on December 31, 2022 as disclosed in the Prospectus, and the Company expects to continue the respective transactions thereunder after December 31, 2022, and therefore, by resolution of the Board, the parties entered into the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement to renew such agreements on December 14, 2022, with each of the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for a term of three years from January 1, 2023 to December 31, 2025, and set the annual caps for the aforesaid transactions contemplated under each of the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for the three years ending December 31, 2025.

LISTING RULES IMPLICATIONS

As of the date of this announcement, Mr. Zhong Shanshan held approximately 83.9757% interest in our share capital, including approximately 17.1543% direct interest and approximately 66.8214% indirect interest through Yangshengtang. Both Mr. Zhong Shanshan and Yangshengtang are our substantial Shareholders. Therefore, Mr. Zhong Shanshan and Yangshengtang and their respective associates are our connected persons, and the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement, and the transactions contemplated thereunder constitute continuing connected transactions of the Company pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the transactions contemplated under the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for the purpose of Chapter 14A of the Listing Rules will be more than 0.1% but less than 5% on an annual basis, such transactions contemplated thereunder will be subject to the announcement, reporting, and annual review requirements under Chapter 14A of the Listing Rules but will be exempted from the circular (including independent financial advice) and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the section headed "Connected Transactions" in the Prospectus, which disclosed, among others, the continuing connected transactions contemplated under the Purchasing Framework Agreement and the Basic R&D and Test Service Framework Agreement.

As each of the Purchasing Framework Agreement and the Basic R&D and Test Service Framework Agreement will expire on December 31, 2022 as disclosed in the Prospectus, and the Company expects to continue the respective transactions thereunder after December 31, 2022, and therefore, by resolution of the Board, the parties entered into the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement to renew such agreements on December 14, 2022, with each of the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for a term of three years from January 1, 2023 to December 31, 2025, and set the annual caps for the aforesaid transactions contemplated under each of the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for the three years ending December 31, 2025.

NEW PURCHASING FRAMEWORK AGREEMENT

Principal terms

Effective Date	January 1, 2023
Parties	(1) Company; and (2) Yangshengtang
Term of the agreement	Three years from January 1, 2023 to December 31, 2025

Subject matter	Yangshengtang Group has agreed to sell and the Group has agreed to purchase (i) some bottle caps to produce certain products of the Group, such as bottle caps of “Scream (尖叫)””; (ii) products of Yangshengtang Group (including but not limited to food and cosmetics products) which will be sold through the Group’s vending machine business and other channels; and (iii) products of Yangshengtang Group used by the Group as raw materials for production (including but not limited to fruit raw materials used for juice extraction).
Fee arrangement and settlement	The Group will enter into specific agreements or place purchase orders with Yangshengtang Group to set out specific terms and conditions in respect of the supply of goods. The consideration payable by the Group under the New Purchasing Framework Agreement for purchasing goods will be paid at the time and according to the method to be agreed in specific agreements or purchase orders.

Historical amounts

The historical transaction amounts of the transactions contemplated under the Purchasing Framework Agreement were approximately RMB171.5 million, RMB205.3 million and RMB199.5 million for the years ended December 31, 2020 and 2021 and ten months ended October 31, 2022, respectively.

Existing annual caps and new annual caps

The existing annual caps for the Purchasing Framework Agreement are as follows:

	Year ended December 31, 2020	Year ended December 31, 2021	Year ended December 31, 2022
Annual caps (RMB million)	215.00	235.00	265.00

The proposed annual caps for the New Purchasing Framework Agreement are as follows:

	Year ended December 31, 2023	Year ended December 31, 2024	Year ended December 31, 2025
Annual caps (RMB million)	306.00	326.00	346.00

Basis of caps

In arriving at the above proposed annual caps, the Directors have considered, among other things, the following factors:

- (i) historical transaction amounts paid by the Group to Yangshengtang Group under the Purchasing Framework Agreement;
- (ii) the sales volume of the Group's products related to the purchase of bottle caps and the expected growth demand of the volume of bottle caps to be consumed;
- (iii) the prices of the bottle caps and the products that we intend to purchase from Yangshengtang Group and the market prices of the same type of products; and
- (iv) the demand of sales channel expansion of the Group.

Pricing policy

The prices of transactions contemplated under the New Purchasing Framework Agreement shall be determined on an arm's length basis.

The price for purchasing some bottle caps of certain products of the Group from Yangshengtang Group by the Group shall be determined with reference to the fee quote of bottle caps that the Group could obtain from the independent third party, but in any event shall not be higher than the fee quote provided by the independent third party; and the price for purchasing other products of Yangshengtang Group shall be determined with reference to prices of such products provided to other independent third parties by Yangshengtang Group, but in any event shall not exceed the prices provided to independent third parties by Yangshengtang Group.

Reasons for and benefits of entering into the New Purchasing Framework Agreement

Some subsidiaries of Yangshengtang are mainly engaged in the development of packaging moulds, and production and sales of plastic products. We purchase some bottle caps from such companies for the Group's certain products, which enables us to obtain necessary materials for our production at the prevailing market price in a cost-efficient way, and ensures the maximum production efficiency of our facilities.

We have been actively exploring vending machine business and other channels to extend our reach to consumers. Yangshengtang Group produces and sells several kinds of food, cosmetics products, etc. We believe that we can enrich the categories of products of our business by procuring such food, cosmetics products, etc. which helps us to expand our sales channels and better meet consumers' need.

We mainly cooperate with fruit farmers for the purchase of fruit raw materials for the production of the Group's juice products. However, Yangshengtang and some of its subsidiaries are engaged in the research and development of agricultural and planting technologies, including fruit farming, and are able to provide more high-quality fruit raw materials. Therefore, we sometimes purchase some of the fruit raw materials from Yangshengtang Group for juice extraction to produce juice products.

NEW BASIC R&D AND TEST SERVICE FRAMEWORK AGREEMENT

Principal terms

Effective Date	January 1, 2023
Parties	(1) Company; and (2) Yangshengtang and its wholly-owned subsidiary, YST Natural Medicine Research
Term of the agreement	Three years from January 1, 2023 to December 31, 2025
Subject matter	Yangshengtang Group has agreed to provide basic R&D services and test services of raw material and product related to the Group's products to the Group, and authorize the Group to use other R&D achievements of Yangshengtang Group (other than the research achievements of Yangshengtang Group entrusted by the Group) when the Group needs.
Fee arrangement and settlement	The Group will enter into specific agreements or place orders with Yangshengtang Group to set out specific terms and conditions in respect of the basic R&D, test services and R&D achievements authorization. The consideration payable by the Group under the New Basic R&D and Test Service Framework Agreement for accepting such services will be paid at the time and according to the method agreed in specific agreements or orders.

Intellectual property

The proprietary rights of all work products and intellectual property rights and other rights obtained pursuant to the New Basic R&D and Test Framework Agreement will be jointly owned by the Group and Yangshengtang Group. The Group has the exclusive right of use on such intellectual properties, while Yangshengtang Group is only able to use them with the consent of the Group. Use of such jointly-owned intellectual properties by Yangshengtang Group will be free of charge. For such jointly-owned intellectual property rights, Yangshengtang Group will be responsible for the declaration of the intellectual property rights and both parties will share the maintenance costs incurred during the validity period of such intellectual property rights in a proportion to be determined by negotiation between both parties according to their use of the relevant intellectual property rights.

If the Group needs to use other R&D achievements of Yangshengtang Group (other than the research achievements of Yangshengtang Group entrusted by the Group), the Group shall pay fees to Yangshengtang Group for relevant intellectual property rights, in which case, the Group has the right to request exclusive right of use on such intellectual properties in the Group's product field.

Historical amounts

The historical transaction amounts of the transactions contemplated under the Basic R&D and Test Service Framework Agreement were approximately RMB89.8 million, RMB77.2 million and RMB85.8 million for the years ended December 31, 2020 and 2021 and ten months ended October 31, 2022, respectively.

Existing annual caps and new annual caps

The existing annual caps for the Basic R&D and Test Service Framework Agreement are as follows:

	Year ended December 31, 2020	Year ended December 31, 2021	Year ended December 31, 2022
Annual caps (RMB million)	100.00	100.00	100.00

The proposed annual caps for the New Basic R&D and Test Service Framework Agreement are as follows:

	Year ended December 31, 2023	Year ended December 31, 2024	Year ended December 31, 2025
Annual caps (RMB million)	100.00	100.00	100.00

Basis of caps

In arriving at the above new annual cap, the Directors have considered, among other things, the following factors:

- (i) historical transaction amounts and trends for the basic R&D and test services between the Group and YST Group;
- (ii) that the Group's demand for investment in new product development and basic R&D will continue to maintain;
- (iii) that market prices of the same type of basic R&D and test services will increase due to the increase of costs of research materials and labor; and
- (iv) that there will be a limitation in the staff resource to be provided by YST Natural Medicine Research for the Group's basic R&D and test services in the next three years, we expect that the amount of the transactions contemplated under the New Basic R&D and Test Service Framework Agreement will remain stable in the next three years.

Pricing policy

Fees of basic R&D services provided by Yangshengtang Group under the New Basic R&D and Test Service Framework Agreement will be determined with reference to the actual cost incurred by Yangshengtang Group with a cost markup of 25% of the actual costs, and in any event shall not be higher than the prices of similar services that can be procured from independent third-party suppliers by the Group.

Fees of test services provided by Yangshengtang Group under the New Basic R&D and Test Service Framework Agreement will be determined with reference to the prevailing market prices, and in any event shall not be higher than the prices of similar services that can be procured from independent third-party suppliers by the Group.

Fees of authorizing the Group to use other R&D achievements of Yangshengtang Group (other than the research achievements of Yangshengtang Group entrusted by the Group) provided by Yangshengtang Group under the New Basic R&D and Test Service Framework Agreement will be determined with reference to the specific intellectual property involved and the prevailing market prices, and in any event shall not be higher than the prices of similar services that can be procured from independent third-party suppliers by the Group.

Reasons for and benefits of entering into the New Basic R&D and Test Service Framework Agreement

It is common for peer companies in the industry to outsource their basic R&D and test services of raw materials and products to third parties and seek permission from third parties to use intellectual property rights related to R&D achievements when necessary.

We have our own R&D department mainly focusing on applied R&D of beverage formula and processing technologies, which we believe is the critical component of our R&D demands. However, from time to time, we need certain basic R&D achievements to apply to the innovation of our products. In general, most basic R&D projects have higher technical requirements and require more advanced equipment and it takes more time and is more difficult for basic R&D to turn into results which may be applied in commercial development. Therefore, it is more cost-efficient for the Group to outsource the basic R&D to research institutions whose research results can be applied to other parties' products in addition to bottled water and soft beverage because in that case relevant fees and expenses can be shared by such other parties too.

We also have demands for second-inspection test services of raw materials and products in our ordinary and usual course of business. Despite that we have comprehensive ability to conduct quality tests and analysis and established our own complete quality control system, outsourcing certain test services of raw materials and products for the purpose of a second inspection of samples of our raw materials and products helps ensure the impartiality of such tests, and also serves as an evaluation of our own test capability, which in turn strengthens our quality control.

When considering a service provider for basic R&D and test services, we consider, among other things, capabilities of the service provider and capacities that can be allocated to serve our demands. YST Natural Medicine Research was established in 1999 and focuses on researches in relation to healthcare products and medicines since its establishment. It has extensive experience in basic development and research in different areas. YST Natural Medicine Research has strong basic R&D capabilities in areas including molecular biology, safety and dynamic performance evaluation, experimental animal models, compound analysis. Since the basic R&D on medicines and healthcare products conducted by YST Natural Medicine Research sometimes comes out with results that are useful to soft beverage development and innovation too, the ability of basic R&D of YST Natural Medicine Research will help our continuous innovation in beverage products, and we believe that leveraging on their basic R&D is cost-efficient for our Group.

Requirements for the quality of tests and analysis of medicines are usually stricter than beverages. The testing center of YST Natural Medicine Research has been engaged in tests and analysis of medicines for a long time and has advanced testing equipment and professional personnel. It also has a national-level certificate of China National Accreditation Service, which helps ensure the authority of its test results. Furthermore, given our long-term cooperation with YST Natural Medicine Research, YST Natural Medicine Research understands our demands very well. Subcontracting of basic R&D and test service to YST Natural Medicine Research is expected to serve our needs for basic R&D and test well and to help limit our own costs of basic R&D and test.

In addition, some achievements made by Yangshengtang Group (including but not limited to YST Natural Medicine Research) in its research and development of food, medicine, cosmetics products and other products may be used for the improvement, upgrading or further research and development of the Group's products. We have not encountered such a situation from 2019 to 2022, but it may take place in the future. In this case, the exclusive right of use on the required R&D achievements in the field of the Group's product by paying royalties will help the Group master the advanced R&D achievements in relevant linkage fields and save the Group's R&D costs.

INFORMATION ON THE PARTIES

The Company

Established in 1996, the Company is a leader in the packaged drinking water and beverage industry in the PRC, whose major products include packaged drinking water, tea beverage, functional beverage and juice beverage.

Yangshengtang

Yangshengtang is a limited liability company incorporated under the laws of the PRC on March 12, 1993, which was a Controlling Shareholder of the Company and wholly owned by Mr. Zhong Shanshan (including 98.38% direct interest and 1.62% indirect interest through Hangzhou Youfu, which is wholly owned by Mr. Zhong Shanshan) as of the date of this announcement. Yangshengtang Group is primarily engaged in production and sales of food, healthy food and cosmetic products, biopharmaceutical, and industry investment, etc.

YST Natural Medicine Research

YST Natural Medicine Research is a limited liability company established under the laws of the PRC on October 28, 1999, which was a wholly-owned subsidiary of Yangshengtang as of the date of this announcement. The business scope of YST Natural Medicine Research mainly covers the technical development, technical consultation and achievement transfer of pharmaceutical technology, health food, food and cosmetics products, detection and inspection and research and development of detection and inspection technology for health food, food, cosmetics products and packaging materials, and it has strong basic R&D capabilities in areas including molecular biology, safety and dynamic performance evaluation, experimental animal models, compound analysis.

CONFIRMATION FROM THE DIRECTORS

The Directors (including independent non-executive Directors) are of the view that the non-fully exempt continuing connected transactions as set out above have been entered into in our ordinary and usual course of business and on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and the proposed annual caps for those transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mr. Zhong Shanshan holds both 100% equity interests of Yangshengtang (including 98.38% direct interest and 1.62% indirect interest through Hangzhou Youfu, which is wholly owned by Mr. Zhong Shanshan) and its wholly-owned subsidiary, YST Natural Medicine Research and have a material interest in the transactions contemplated under the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement, and therefore Mr. Zhong Shanshan has abstained from voting on the relevant Board resolutions approving the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement. Save as disclosed above, none of the other Directors has or is considered to have material interests in the transactions contemplated under the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement.

LISTING RULES IMPLICATIONS

As of the date of this announcement, Mr. Zhong Shanshan held approximately 83.9757% interest in our share capital, including approximately 17.1543% direct interest and approximately 66.8214% indirect interest through Yangshengtang. Both Mr. Zhong Shanshan and Yangshengtang are our substantial Shareholders. Therefore, Mr. Zhong Shanshan and Yangshengtang and their respective associates are our connected persons, and the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement, and the transactions contemplated thereunder constitute continuing connected transactions of the Company pursuant to Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the transactions contemplated under the New Purchasing Framework Agreement and the New Basic R&D and Test Service Framework Agreement for the purpose of Chapter 14A of the Listing Rules will be more than 0.1% but less than 5% on an annual basis, such transactions contemplated thereunder will be subject to the announcement, reporting, and annual review requirements under Chapter 14A of the Listing Rules but will be exempted from the circular (including independent financial advice) and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Basic R&D and Test Service Framework Agreement”	the basic R&D and test service framework agreement entered into by the Company with Yangshengtang and its wholly-owned subsidiary, YST Natural Medicine Research on August 12, 2020
“New Basic R&D and Test Service Framework Agreement”	the basic R&D and test service framework agreement renewed and entered into by the Company with Yangshengtang and its wholly-owned subsidiary, YST Natural Medicine Research on the basis of the Basic R&D and Test Service Framework Agreement on December 14, 2022
“Board”	the board of directors of the Company
“PRC”	the People’s Republic of China
“Company”	Nongfu Spring Co., Ltd. (農夫山泉股份有限公司), a joint stock company with limited liabilities established under the laws of the PRC on September 26, 1996
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed under the Listing Rules and refers to Mr. Zhong Shanshan and Yangshengtang
“Director(s)”	director(s) of the Company
“Group”, “the Group”, “we” or “us”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the content may require), or where the context so requires, in respect of the periods before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time

“Hangzhou Youfu”	Hangzhou Youfu Enterprise Management Company Limited (杭州友福企業管理有限公司), a limited liability company established under the laws of the PRC on December 14, 2009, which is a shareholder of Yangshengtang and wholly owned by Mr. Zhong Shanshan as of the date of this announcement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“independent third party(ies)”	party(ies) who are not connected persons of the Company as far as our Directors are aware after having made all reasonable enquiries
“Prospectus”	the prospectus issued by the Company on August 25, 2020 in connection with the Hong Kong Public Offering
“Purchasing Framework Agreement”	the purchasing framework agreement entered into by the Company with Yangshengtang on August 12, 2020
“New Purchasing Framework Agreement”	the purchasing framework agreement renewed and entered into by the Company with Yangshengtang on the basis of Purchasing Framework Agreement on December 14, 2022
“RMB”	Renminbi, legal currency of the PRC
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB0.1 each
“Shareholder(s)”	holder(s) of the Shares
“subsidiary(ies)”	has the meaning ascribed to it in Schedule 1 of the Companies Ordinance (Chapter 622 of the law of Hong Kong)
“Yangshengtang”	Yangshengtang Co., Ltd. (養生堂有限公司), a limited liability company established under the laws of the PRC on March 12, 1993, which was a Controlling Shareholder and wholly owned by Mr. Zhong Shanshan (including 98.38% direct interest and 1.62% indirect interest through Hangzhou Youfu, which is wholly owned by Mr. Zhong Shanshan) as of the date of this announcement

“Yangshengtang Group”	Yangshengtang and its associates, excluding the Group
“YST Natural Medicine Research”	Zhejiang Yangshengtang Natural Medicine Research Company Limited (浙江養生堂天然藥物研究有限公司), a limited liability company established under the laws of the PRC on October 28, 1999, which was a wholly-owned subsidiary of Yangshengtang as of the date of this announcement
“%”	percentage

On behalf of the Board of Directors
Nongfu Spring Co., Ltd.
Zhong Shanshan
Chairman

Hong Kong, December 14, 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhong Shanshan, Mr. Guo Zhen, Mr. Zhou Li, Ms. Zhou Zhenhua and Mr. Liao Yuan as executive directors; Mr. Zhong Shu Zi as a non-executive director; Mr. Stanley Yi Chang, Mr. Yang, Lei Bob and Mr. Lu Yuan as independent non-executive directors.