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# Sipai Health Technology Co., Ltd. 思派健康科技有限公司

*(A company incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 0314)**

## **INSIDE INFORMATION**

### **SUPPLEMENTAL AGREEMENT TO THE CONCERT PARTY AGREEMENT AND CHANGE IN PUBLIC FLOAT**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **BACKGROUND**

Pursuant to the Concert Party Agreement dated August 5, 2021 entered into by the Concert Parties (being Mr. Ma, Mr. Li, Wise Approach, Creative Pioneer and Sail Far), the Concert Parties confirmed that they have been acting in concert in the management and operation of the Group since the establishment of the Company and would continue to act in concert in the management and operation of the Group until the termination of Concert Party Agreement.

As at the date of this announcement, Wise Approach beneficially owns 40,410,926 Shares, Creative Pioneer beneficially owns 16,119,529 Shares, Sail Far beneficially owns 10,004,000 Shares, Mr. Ma beneficially and through companies wholly-controlled by him owns 57,000,000 Shares and Mr. Li beneficially and through companies wholly-controlled by him owns 40,000,000 Shares, representing approximately 5.30%, 2.11%, 1.31%, 7.47% and 5.24% of the total issued Shares, respectively. As a result of the Concert Party Agreement, as of the date of this announcement, the Concert Parties were entitled to exercise approximately 21.43% voting rights in general meetings of the Company.

## **SUPPLEMENTAL AGREEMENT TO THE CONCERT PARTY AGREEMENT**

Each of Wise Approach, Creative Pioneer and Sail Far is an employee incentive platform pursuant to the 2017 Plan and the RSU Scheme. As each of them is no longer intended to be bound by the Concert Party Agreement in order to facilitate the implementation of the 2017 Plan and the RSU Scheme, pursuant to the Supplemental Agreement, each of Wise Approach, Creative Pioneer and Sail Far will no longer be bound by the Concert Party Agreement or acting in concert with Mr. Ma and Mr. Li, while Mr. Ma and Mr. Li will continue to be bound by the Concert Party Agreement acting in concert with each other in the management and operation of the Group.

Upon the execution of the Supplemental Agreement, each of Wise Approach, Creative Pioneer and Sail Far continues to be interested in Shares that each of them owns as at the date of the Announcement as disclosed above but ceased to be deemed to be jointly interested in the other Concert Parties' interest in the Shares, while Mr. Ma and Mr. Li will be deemed to be jointly interested in a total of 97,000,000 Shares, representing 12.71% of the total issued shares of the Company with voting rights at the general meeting of the Company.

### **CHANGE IN PUBLIC FLOAT**

Each of Wise Approach, Creative Pioneer and Sail Far is an employee incentive platform for the purpose of the 2017 Plan and the RSU Scheme and none of its beneficiaries are core connected persons of the Company. As a result of the Supplemental Agreement, each of Wise Approach, Creative Pioneer and Sail Far is interest in less than 10% of the interest in the Shares and Shares held by each of them are considered as being held in public hands pursuant to Rule 8.24 of the Listing Rules. Therefore, upon execution of the Supplemental Agreement, to the best knowledge of the Company, the public float of the Company has been increased to a total of 358,207,403 Shares, representing approximately 46.95% of the total issued share capital of the Company.

### **DEFINITIONS**

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

“2017 Plan”	the amended and restated 2017 global share plan adopted by the Company, details of which are set out in prospectus of the Company dated December 12, 2022
“Board”	the board of Directors
“BVI”	the British Virgin Islands

“Company”	Sipai Health Technology Co., Ltd. (思派健康科技有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on May 19, 2015, and its shares were listed on the Main Board of the Stock Exchange on December 23, 2022
“Concert Party(ies)”	Mr. Ma, Mr. Li, Creative Pioneer, Sail Far and Wise Approach
“Concert Party Agreement”	the concert party agreement entered into among the Concert Parties dated August 5, 2021
“Creative Pioneer”	CREATIVE PIONEER INVESTMENTS LIMITED, a company incorporated in BVI with limited liability on May 31, 2021
“Directors”	the director(s) of the Company
“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 of Hong Kong Limited
“Lucky Seven”	Lucky Seven Healthcare Co., Ltd., a limited liability company incorporated under the laws of BVI on May 14, 2015, and is ultimately controlled by Mr. Ma
“Mr. Li”	Mr. LI Ji (李繼), an executive Director and the president of the Company
“Mr. Ma”	Mr. MA Xuguang (馬旭廣), an executive Director, chairman of the Board and the chief executive officer of the Company
“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
“2021 RSU Scheme”	the restricted share unit scheme adopted by our Company in 2021, details of which are set out in the prospectus of the Company dated December 12, 2022
“Sail Far”	Sail Far Holdings Limited, a company incorporated in BVI with limited liability on June 1, 2021

“Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of US\$0.0001 each
“Shareholder(s)”	the holder(s) of the Shares
“Supplemental Agreement”	the supplemental agreement to the Concert Party Agreement entered into among the Concert Parties dated December 7, 2023
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Tencent Group Entities”	TPP Follow-on I Holding H Limited and Tencent Mobility Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Wise Approach”	WISE APPROACH INVESTMENTS LIMITED, a company incorporated in BVI with limited liability on May 31, 2021
“%”	per cent

By Order of the Board  
**Sipai Health Technology Co., Ltd.**  
**MA Xuguang**

*Chairman of the Board and Executive Director*

Hong Kong, December 7, 2023

*As at the date of this announcement, the Board comprises Mr. MA Xuguang and Mr. LI Ji as executive directors, Mr. YAO Leiwen as non-executive director, Mr. CHANG Stanley Yi (張翊, alias張翌軒), Mr. FAN Xin, Mr. HE Haijian and Ms. HUANG Bei as independent non-executive directors.*