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## **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 ENTERING INTO THE EQUITY TRANSFER AGREEMENT**

#### **EQUITY TRANSFER AGREEMENT**

The Board is pleased to announce that, on 29 July 2022, the Company and Fosun Health Holding entered into the Equity Transfer Agreement, pursuant to which Fosun Health Holding agreed to sell and the Company agreed to purchase the Target Equity for a consideration of RMB402.486 million in cash. Upon the completion of the Acquisition, equity interest in the Target held by the Company will increase from 51% to 100%.

#### **IMPLICATIONS UNDER THE HONG KONG LISTING RULES**

As at the date of this announcement, Fosun Health Holding, is a subsidiary of Fosun High Tech, the Company's controlling shareholder. As such, Fosun Health Holding is an associate of Fosun High Tech, and is a connected person of the Company. Therefore, the transactions under the Equity Transfer Agreement constitute connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. As the Equity Transfer Agreement is related to Fosun High Tech and/or its associate, the transactions under the Equity Transfer Agreement and the Previous Connected Transactions shall be aggregated pursuant to Rule 14A.81 of the Hong Kong Listing Rules.

As the relevant percentage ratios applicable to the transactions under the Equity Transfer Agreement are, on an aggregation basis, more than 0.1% but less than 5%, the transactions under the Equity Transfer Agreement are subject to reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

## **EQUITY TRANSFER AGREEMENT**

On 29 July 2022, the Company and Fosun Health Holding entered into the Equity Transfer Agreement, pursuant to which Fosun Health Holding agreed to sell and the Company agreed to purchase the Target Equity for a consideration of RMB402.486 million in cash. Upon the completion of the Acquisition, equity interest in the Target held by the Company will increase from 51% to 100%. The principal terms of the Equity Transfer Agreement are summarised below:

### **Date**

29 July 2022

### **Parties**

- (1) the Company
- (2) Fosun Health Holding

### **Asset to be acquired**

Under the Equity Transfer Agreement, Fosun Health Holding agreed to sell, and the Company agreed to purchase the Target Equity. The consideration for the Acquisition shall be settled within 5 business days following the signing date of the Equity Transfer Agreement. The Company intends to settle the consideration for the Acquisition with self-raised funds. The original investment cost of the Target Equity to Fosun Health Holding was approximately RMB333.14 million.

### **Basis of determination of the consideration for the Acquisition**

The consideration for the Acquisition was determined as RMB402.486 million. The consideration basis mainly referred to the assessed value of the entire shareholders' interest in the Target as at the Reference Date of Valuation (i.e. 31 March 2022) of approximately RMB821.40 million as valued by an independent professional asset valuer, and was agreed by both parties to the Equity Transfer Agreement after arm's length negotiation.

The valuation by the asset valuer based on the market approach has adopted the price-to-research multiple (entire shareholders' interest/research and development investment) as analysis reference for determination of value of entire shareholders' interest of the Target. As assets held by Shanghai Futuo include Fosun Lead and its four subsidiary incubatee enterprises, as well as Futuo Zhida which is engaged in the research and development of minimally invasive medical devices, the comparable companies selected operated with their A-shares listed for one year or more, either in the industry of

new drug research and development with oncology/immunology/gene therapy as their main therapeutic field, the same as Fosun Lead's subsidiary incubatee enterprises, or in the same industry as Futuo Zhida, i.e. minimally invasive medical devices focusing on the fields of ultrasound imaging or interventional consumables, details of which are set out below:

Unit: RMB100 million

| <b>Comparable companies</b> | <b>Daily average total market capitalization<sup>Note</sup></b> | <b>Research and development investment<sup>Note</sup></b> |
|-----------------------------|---|---|
| Allist                      | 92.83   | 2.23  |
| Lepu Medical                | 362.49  | 11.12   |
| Staidson BioPharm           | 102.08  | 3.47  |

*Note:* The daily average total market capitalization represents daily average total market capitalization in the period of 20 days before and after Reference Date of Valuation; Research and development investment represents amount of research and development investment in 2021 as disclosed in the 2021 annual reports of the comparable companies.

The price-to-research ratio of the relevant comparable companies are as follows:

|  | <b>Allist</b> | <b>Lepu Medical</b> | <b>Staidson BioPharm</b> |
|--|---------------|---------------------|--------------------------|
| Adjusted price-to-research ratio <sup>Note</sup> | 10.3587       | 8.9922              | 9.7285                   |
| Adjusted average price-to-research ratio         |               | 9.6931              |                          |

*Note:* the adjustments to the price-to-research ratio of the comparable companies have taken into account (among other things) mainly illiquidity discount rate, value of investment assets, profitability, solvency, growth capacity, corporate scale, number of projects marketed and under development, etc.

The value of the entire shareholders' equity of Shanghai Futuo

= Value of Shanghai Futuo's subsidiaries + value of the investee companies + value of other assets and liabilities

= Research and development investment attributable to the parent company for the year 2021<sup>Note 1\*</sup> Adjusted average price-to-research ratio + value of the investee companies<sup>Note 2</sup> + value of other assets and liabilities<sup>Note 3</sup>

= 39.3394 × 9.6931 + 516.72 + (-76.67)

= 821.40 (RMB million with rounding)

*Note 1:* the research and development investment attributable to the parent company for the year 2021 has taken into account Shanghai Futuo's actual shareholdings in the investee companies as at the Reference Date of Valuation and arrangements contained in the agreements (if any) at the time of the formation of such companies.

*Note 2:* Shanghai Futuo has no substantial control over its investee companies. Accordingly, taking into account the recent financing of investee companies as at the Reference Date of Valuation and the pre-emptive right arrangement (if any) contained in the financing agreements, and applying the market approach (with reference to the recent financing prices) with the shareholding appropriation model, the assessed value of the investee companies amounts to RMB516.72 million.

*Note 3:* other assets and liabilities include surplus monetary funds, loans and the taxes and fees required for the disposal of equities, amounting to RMB-76.67 million in the aggregate.

## **Background of the Target**

Shanghai Futuo, incorporated in the PRC in October 2017, is an investment management company. As at the date of this announcement, its invested subsidiaries mainly include:

Fosun Lead and its subsidiaries: Fosun Lead is the Group's scientific and technological innovation incubation platform, which currently has completed the incubation of four scientific and technological companies including: Shanghai Jingshan Bio-Technology Co., Ltd.\* (上海精繕生物科技有限責任公司) (mainly engaged in development of gene and cell therapy products), Shanghai Junji Health Technology Co., Ltd.\* (上海菌濟健康科技有限公司) (mainly engaged in development of microbial flora products), Hangzhou Shenai Technology Co. Ltd.\* (杭州深愛科技有限公司) (mainly engaged in development of AI algorithm for precise medicines for tumors) and Hangzhou Xintaiyuan Bio-Technology Co., Ltd.\* (杭州星肽原生物技術有限公司) (mainly engaged in development of customized tumor immunotherapy products). It has also established close cooperation with medical institutions, universities and research institutions such as Huashan Hospital affiliated with the Fudan University, Zhongshan Hospital affiliated with the Fudan University, University of Chicago, Westlake University and Fudan University. As at the date of this announcement, Shanghai Jingshan Bio-Technology Co., Ltd.\* (上海精繕生物科技有限責任公司) has submitted application for clinical trials (IND) to the National Medical Products Administration for one of its products, while research and development of products of the other 3 companies are still at early stage.

Futuo Zhida: mainly engaged in research and development of minimally invasive medical devices, including research and development in fields of image navigation and interventional consumables.

As at the date of this announcement, the Company and Fosun Health Holding hold 51% and 49% of equity interest in Shanghai Futuo respectively.

Set out below is the related unaudited financial information of Shanghai Futuo for the two financial years ended 31 December 2021:

|                                   | <b>For the year ended</b>   |                             |
|-----------------------------------|-----------------------------|-----------------------------|
|                                   | <b>31 December<br/>2021</b> | <b>31 December<br/>2020</b> |
|                                   | <i>(RMB million)</i>        | <i>(RMB million)</i>        |
| Net profit/(loss) before taxation | (170.5)                     | (38.9)                      |
| Net profit/(loss) after taxation  | (170.5)                     | (45.8)                      |

As at 31 March 2022, the unaudited total assets of Shanghai Futuo and unaudited net assets attributable to owners of parent amounted to RMB492.8 million and RMB500.1 million respectively.

## **REASONS FOR AND THE BENEFITS OF ENTERING INTO THE EQUITY TRANSFER AGREEMENT**

Shanghai Futuo is one of the innovation incubation platforms of the Group. The purpose of the transactions under the Equity Transfer Agreement is to implement the Group's innovation strategy and further increase its shareholding in its own innovation incubation platform. Upon the completion of the Acquisition, the equity of Shanghai Futuo held by the Company will increase from 51% to 100%, and Shanghai Futuo's financial results will remain consolidated into the consolidated financial statements of the Group.

The Directors (including the independent non-executive Directors) consider that the terms of the Equity Transfer Agreement are on normal commercial terms, fair and reasonable, in the ordinary course of the Group's business and in the interests of the Company and the Shareholders as a whole.

Mr. Wang Kexin, Ms. Guan Xiaohui, Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang and Mr. Pan Donghui, being Directors, have abstained from voting on the resolution of the Board in respect of the entering into of the Equity Transfer Agreement. The 5 remaining Directors (including 4 independent non-executive Directors) participated in the voting and approved unanimously.

## **INFORMATION ON THE GROUP AND THE PARTIES**

### **The Group**

The Group is a leading pharmaceutical and healthcare industry group rooted in the PRC and principally engaged in pharmaceutical manufacturing, medical devices, medical diagnosis, healthcare services and pharmaceutical distribution and retail business.

## **Fosun Health Holding**

Fosun Health Holding, incorporated in the PRC in March 2014, is mainly engaged in health industry investment management, health management consultancy, elderly care investment management, business consultancy, market information consultancy and survey (not allowed to conduct social survey, social survey and research, public opinion survey and opinion poll), e-commerce (not allowed to conduct financial business) (For projects which require approval according to the law, its operation shall only commence after receiving approval from relevant authorities), and a subsidiary of Fosun High Tech, the controlling shareholder of the Company.

## **IMPLICATIONS UNDER THE HONG KONG LISTING RULES**

As at the date of this announcement, Fosun Health Holding is a subsidiary of Fosun High Tech, the Company's controlling shareholder. As such, Fosun Health Holding is an associate of Fosun High Tech, and is a connected person of the Company. Therefore, the transactions under the Equity Transfer Agreement constitute connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. As the Equity Transfer Agreement is related to Fosun High Tech and/or its associate, the transactions under the Equity Transfer Agreement and the Previous Connected Transactions shall be aggregated pursuant to Rule 14A.81 of the Hong Kong Listing Rules.

As the relevant percentage ratios applicable to the transactions under the Equity Transfer Agreement, on an aggregation basis, are more than 0.1% but less than 5%, the transactions under the Equity Transfer Agreement are subject to reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the following meaning unless the context otherwise specifies:

|               |   |
|---------------|---|
| “A Share(s)”  | the domestic Share(s) of the Company with a nominal value of RMB1 each, which are listed on the Shanghai Stock Exchange and traded in RMB     |
| “Acquisition” | pursuant to the Equity Transfer Agreement, the Company agreed to purchase the Target Equity for a consideration of RMB402.486 million in cash |
| “Allist”      | Shanghai Allist Pharmaceuticals Co., Ltd* (上海艾力斯醫藥科技股份有限公司)   |
| “Board”       | the board of Directors of the Company   |

|                                     |  |
|-------------------------------------|--|
| “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 Stock Exchange and the Shanghai Stock Exchange, respectively   |
| “connected person(s)”               | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “controlling shareholder”           | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “Dalian Fund Partnership Agreement” | the partnership agreement dated 7 January 2022 entered into between Dalian Fujian 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)), Ningbo Fuying Investment Co., Ltd.* (寧波復瀛投資有限公司), Fosun High Tech, Dalian Rongda Investment Co., Ltd.* (大連融達投資有限責任公司) and 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) (as supplemented by a supplemental agreement of even date) in relation to the formation of 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)) |
| “Dalian Partnership Agreement”      | the partnership agreement dated 24 November 2021 entered between Shanghai Fujian Equity Investment Fund Management Company Limited* (上海復健股權投資基金管理有限公司), 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 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))  |
| “Director(s)”                       | director(s) of the Company   |
| “FMH Share Transfer Agreement”      | the equity transfer agreement dated 9 December 2021 between Fosun Industrial Co., Ltd. and Windgothenburg (HK) Limited in relation to the acquisition of 45% equity interest in Fosun Medical Holdings AB held by Windgothenburg (HK) Limited  |
| “Fosun High Tech”                   | Shanghai Fosun High Technology (Group) Company Limited* (上海復星高科技(集團)有限公司), a company established in the PRC with limited liability, it is a subsidiary of Fosun International and it is a controlling shareholder of the Company   |

|                             |  |
|-----------------------------|--|
| “Fosun Health Holding”      | Shanghai Fosun Health Industry Holding Company Limited* (上海復星健康產業控股有限公司), a company established in the PRC with limited liability  |
| “Fosun International”       | Fosun International Limited (復星國際有限公司), whose shares are listed and traded on the Stock Exchange (stock code: 00656)   |
| “Fosun Lead”                | Fosun Lead (Shanghai) Pharmaceutical Technology Co., Ltd. (復星領智(上海)醫藥科技有限公司), a company established in the PRC with limited liability and a subsidiary of Shanghai Futuo |
| “Futuo Zhida”               | Shanghai Futuo Zhida Healthcare Technology Co., Ltd. (上海復拓知達醫療科技有限公司), a company established in the PRC with limited liability and a subsidiary of Shanghai Futuo        |
| “Equity Transfer Agreement” | the agreement dated 29 July 2022 entered between the Company and Fosun Health Holding in relation to the transfer of the Target Equity                                   |
| “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 dollars          |
| “Hong Kong”                 | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Hong Kong Listing Rules”   | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange  |
| “Hong Kong Stock Exchange”  | The Stock Exchange of Hong Kong Limited  |
| “Lepu Medical”              | Lepu Medical Technology (Beijing) Co., Ltd.* (樂普(北京)醫療器械股份有限公司)  |
| “PRC”                       | the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan region                     |

|                                   |   |
|-----------------------------------|---|
| “Previous Connected Transactions” | 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, Dalian Fund Partnership Agreement, Suzhou Xingsheng Yuanfeng Fund PA, Xingmai Capital Increase Agreement and Xingmai Restructuring   |
| “Reference Date of Valuation”     | 31 March 2022   |
| “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 October 2021 entered into between Shanghai Fosun Health Technology (Group) Co., Ltd.* (上海復星健康科技(集團)有限公司), Fosun High Tech, Shanghai Youle Information Technology Company Limited* (上海有叻信息科技有限公司) and Foshan Fosun Chancheng Hospital Limited* (佛山復星禪誠醫院有限公司), 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 |
| “Staidson BioPharm”               | Staidson (Beijing) BioPharmaceuticals Co., Ltd.* (舒泰神(北京)生物製藥股份有限公司)  |
| “Suzhou Partnership Agreement”    | the partnership agreement dated 26 October 2021 entered between Shanghai Fujian Equity Investment Fund Management Company Limited* (上海復健股權投資基金管理有限公司), 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 Suzhou Xingsheng Fuying Corporate Management Partnership (Limited Partnership)* (蘇州星盛復盈企業管理合夥企業(有限合夥))  |

|   |   |
|---|---|
| “Suzhou Xingsheng Yuanfeng PA”                | the partnership agreement dated 24 January 2022 entered into between Suzhou Xingsheng Fuying Corporate Management Partnership (Limited Partnership)* (蘇州星盛復盈企業管理合夥企業(有限合夥)), Ningbo Fuying Investment Co., Ltd.* (寧波復瀛投資有限公司), Fosun High Tech and Suzhou Tianshi Investment Guidance Fund (Limited Partnership)* (蘇州天使投資引導基金(有限合夥)) in relation to the formation of the 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))   |
| “Target” or “Shanghai Futuo”                  | Shanghai Futuo Biotech Development Co., Ltd.* (上海復拓生物科技發展有限公司), a company established in the PRC with limited liability and a subsidiary of the Company, 51% equity interest of which is held by the Company as at the date of this announcement  |
| “Target Equity”                               | registered capital of RMB387.10 million in Shanghai Futuo, representing 49% of its total registered capital   |
| “Tianjin Xingyao Capital Reduction Agreement” | the capital reduction agreement dated 9 December 2021 entered into between the Company, Shanghai Fujian Equity Investment Fund Management Company Limited* (上海復健股權投資基金管理有限公司), 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 Xingyao (Tianjin) Investment Management Partnership (Limited Partnership)* (星耀(天津)投資管理合夥企業(有限合夥)) pursuant to which all partners of Xingyao (Tianjin) Investment Management Partnership (Limited Partnership)* (星耀(天津)投資管理合夥企業(有限合夥)) agreed to reduce the capital contribution in proportion to their respective partnership interest, and each partner will withdraw 50% of their respective capital contribution |
| “Xingchen Joint Venture Agreement”            | the joint venture agreement dated 11 October 2021 entered into between Shanghai Fosun Health Technology (Group) Co., Ltd.* (上海復星健康科技(集團)有限公司) 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 agreement dated 9 December 2021 entered into between Fosun High Tech and Fosun Pharmaceutical Industrial Development Co., Ltd.\* (上海復星醫藥產業發展有限公司) 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
- “Xingmai Capital Increase Agreement” the capital increase agreement dated 24 January 2022 entered into between Fosun Pharmaceutical Industrial Development Co., Ltd.\* (上海復星醫藥產業發展有限公司), Shanghai Xingmai Information Technology Co., Ltd.\* (上海杏脈信息科技有限公司), Yadong Zhijian Information Technology Co., Ltd.\* (亞東智健信息科技有限公司) and Ningbo Meishan Bonded Port Area Fumai Investment Management Partnership\* (寧波梅山保稅港區復脈投資管理合夥企業) in relation to the proposed capital increase in Shanghai Xingmai Information Technology Co., Ltd.\* (上海杏脈信息科技有限公司)
- “Xingmai Restructuring” the equity transfer agreement dated 29 July 2022 entered into between Fosun Pharmaceutical Industrial Development Co., Ltd.\* (上海復星醫藥產業發展有限公司) and Yadong Zhijian Information Technology Co., Ltd.\* (亞東智健信息科技有限公司) in relation to acquisition of the registered capital of Shanghai Xingmai Information Technology Co., Ltd.\* (上海杏脈信息科技有限公司) held by Yadong Zhijian Information Technology Co., Ltd.\* (亞東智健信息科技有限公司) of RMB 55million; and the agreement entered into between Fosun Pharmaceutical Industrial Development Co., Ltd.\* (上海復星醫藥產業發展有限公司), Gongqingcheng Qixin Equity Investment Partnership (Limited Partnership)\* (共青城祺信股權投資合夥企業(有限合夥)), Shanghai Anting Industrial Development Limited\*(上海安亭實業發展有限公司) and Xingmai Technology (and other parties) in relation to (among others) capital increase of Shanghai Xingmai Information Technology Co., Ltd.\* (上海杏脈信息科技有限公司)
- “Zhuorui Capital Increase Agreement” the capital increase agreement dated 28 December 2021 entered into between Shanghai Fosun Health Technology (Group) Co., Ltd.\* (上海復星健康科技(集團)有限公司), Shanghai Xingshuangjian Investment Management Co., Ltd.\* (上海星雙健投資管理有限公司), Fosun Health Holding and Shanghai Zhuorui Integrated Outpatient Limited Company\* (上海卓瑞綜合門診部有限公司) in relation to the 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  
29 July 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 purposes only*