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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)

DISCLOSEABLE AND CONTINUING CONNECTED TRANSACTION RENEWAL OF FINANCIAL SERVICES AGREEMENT

THE RENEWED FINANCIAL SERVICES AGREEMENT

Reference is made to the announcement of the Company dated 30 July 2019 in relation to the continuing connected transaction in respect of the Financial Services Agreement entered into between the Company and Fosun Finance.

On 29 August 2022, the Company entered into the Renewed Financial Services Agreement with Fosun Finance in order to renew the Financial Services Agreement, which will expire on 31 December 2022, for a term of three years commencing on 1 January 2023 and ending on 31 December 2025.

LISTING RULE IMPLICATIONS

As at the date of this announcement, Fosun Finance is a subsidiary of Fosun High Tech, the controlling shareholder of the Company, thus Fosun Finance is a connected person of the Company under Rule 14A.07(4) of the Hong Kong Listing Rules. The transactions contemplated under the Renewed Financial Services Agreement therefore constitute continuing connected transactions for the Company under Chapter 14A of the Hong Kong Listing Rules. The deposit services provided by Fosun Finance to the Group pursuant to the Renewed Financial Services Agreement also constitutes financial assistance by the Group to Fosun Finance under Chapter 14 of the Hong Kong Listing Rules.

The comprehensive credit services to be provided by Fosun Finance to the Group will be on normal commercial terms and no security over the assets of the Group will be granted in favour of Fosun Finance with respect to such comprehensive credit services under the Renewed Financial Services Agreement. As such, the comprehensive credit services to be provided by Fosun Finance to the Group under the Renewed Financial Services Agreement are exempt from all the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.90 of the Hong Kong Listing Rules.

As the applicable percentage ratios as defined under Rule 14.07 of the Hong Kong Listing Rules for the deposit services, settlement services and other financial services under the Renewed Financial Services Agreement are, in the aggregate, more than 5% but less than 25% on an annual basis, the deposit services, settlement services and other financial services to be provided by Fosun Finance to the Group under the Renewed Financial Services Agreement constitute in aggregate a discloseable and continuing connected transaction of the Company which is subject to the reporting, announcement and independent shareholder's approval requirements under Chapter 14A of the Hong Kong Listing Rules, and the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

INDEPENDENT BOARD COMMITTEE

An Independent Board Committee comprising all independent non-executive Directors, namely Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson has been established by the Company to advise the independent Shareholders in respect of the Renewed Financial Services Agreement and the deposit services, settlement services and other financial services contemplated thereunder.

INDEPENDENT FINANCIAL ADVISER

The Company will appoint an independent financial adviser to advise the Independent Board Committee and the independent Shareholders in respect of the Renewed Financial Services Agreement and the deposit services, settlement services and other financial services contemplated thereunder.

THE EGM

The EGM will be convened for the purpose of (among other things) considering and, if thought fit, approving the Renewed Financial Services Agreement and the transactions contemplated thereunder. The Company will issue a Circular containing, among other things, (i) further details on the Renewed Financial Services Agreement, (ii) the recommendation of the Independent Board Committee to the independent Shareholders in relation to the Renewed Financial Services Agreement; (iii) a letter of advice by the independent financial adviser to the Independent Board Committee and the independent Shareholders; and (iv) a notice convening the EGM. As additional time is required to finalise certain information in the Circular (including the letter from the independent financial adviser), and taking into account the related bulk-printing arrangements, the Company expects to dispatch the Circular to the Shareholders on or before 20 October 2022.

1. RENEWAL OF CONTINUING CONNECTED TRANSACTION

(A) Background and Principal Terms of the Renewed Financial Services Agreement

Reference is made to the announcement of the Company dated 30 July 2019 in relation to the continuing connected transaction in respect of the Financial Services Agreement entered into between the Company and Fosun Finance.

As the Financial Services Agreement will expire on 31 December 2022, the Company entered into the Renewed Financial Services Agreement with Fosun Finance on 29 August 2022.

The principal terms of the Renewed Financial Services Agreement are summarized as follows:

Date: 29 August 2022

Parties: The Company; and
Fosun Finance

Term: From 1 January 2023 to 31 December 2025

Subject matter:

Fosun Finance shall provide non-exclusive financial services to the Group in accordance with the terms of the Renewed Financial Services Agreement as below:

(1) *Comprehensive Credit Services*

- a. Based on the operational and development needs of the Group and under the premise of complying with relevant Chinese laws and regulations, Fosun Finance shall provide the Group with comprehensive credit services, including but not limited to loan, note, discount, entrusted loan, consumption credit, entrusted investment, bond investment, guarantee and other forms of financing. The provision of such credit services by Fosun Finance is not conditional upon the provision of guarantees, asset pledges or other forms of security by the Group.
- b. During the effective term of the Renewed Financial Services Agreement, the Group intend to make an application to Fosun Finance for a comprehensive credit facility of not more than RMB2.0 billion. The Group will enter into an agreement based on the performance and the integrated credit rate of the Group.
- c. The interest rate for the loan to be provided by Fosun Finance to the Group shall be determined with reference to the interest rate as published by the People's Bank of China from time to time and the prevailing market rate. Such interest rate shall not exceed the interest rate for the same kind of loan offered by other financial

institutions in the PRC for the same period and shall not exceed the interest rate for the same kind of loan for the same period provided to other Member Companies of Fosun High Tech by Fosun Finance, whichever is lower.

(2) *Deposit Services*

- a. Fosun Finance will strictly follow the principle of freedom of deposit and withdrawals in compliance with relevant requirements of the People's Bank of China and provide the deposit services to the Group.
- b. The deposit services including but not limited to demand deposit, time deposit, call deposit and agreed deposit provided by Fosun Finance to the Group shall comply with the relevant requirements of the People's Bank of China.
- c. The interest rate for the deposit of the Group with Fosun Finance shall be determined with reference to the benchmark interest rate for RMB deposit as published by the People's Bank of China provided that such rate shall be no less than the average of the deposit rate for the same kind of deposit offered by commercial banks in the PRC for the same period and no less than the deposit rate for the same kind of deposit for the same period provided to other Member Companies of Fosun High Tech by Fosun Finance, whichever is higher.
- d. The Group agrees to open deposit accounts with Fosun Finance, and to choose among different types and terms of deposit products.
- e. The Group agrees that the maximum daily outstanding balance of deposits placed by the Group with Fosun Finance shall not exceed RMB2.0 billion.
- f. Fosun Finance shall ensure the safety of the Group's deposits, and promptly and fully release the funds as requested by the Group.

(3) *Settlement Services*

- a. Fosun Finance will provide settlement services for payment and receipt and other ancillary services relating to settlement services to the Group in accordance with the instructions of the Group.
- b. The service fees for the settlement services to be provided by Fosun Finance to the Group shall be charged at the rate agreed by the parties, and shall not exceed the fees for the same kind of services offered by other financial institutions in the PRC, and at the same time shall not exceed the fees for the same kind of services provided to other Member Companies of Fosun High Tech by Fosun Finance, whichever is lower.

(4) *Other Financial Services*

- a. Fosun Finance will provide the Group with other financial services within its business scope as approved by the CBIRC.
- b. The service fee for other financial services other than the deposit services and credit services shall comply with the fees standard promulgated by the People's Bank of China or the CBIRC (if applicable), and Fosun Finance has undertaken to the Group that its service fees for such financial services shall not exceed the fees for the same kind of services offered by other financial institutions in the PRC and shall not exceed the fees for the same kind of services provided to other Member Companies of Fosun High Tech by Fosun Finance, whichever is lower.

(5) The aggregate service fee for the settlement services and other financial services provided by Fosun Finance to the Group shall not exceed RMB1 million for each financial year.

(6) *Risk Assessment and Control Measures*

- a. The Group has the right to verify the deposits with Fosun Finance from time to time to understand the safety and liquidity of the relevant deposits, and to carry out risk assessment.
- b. Fosun Finance shall ensure the safe operation of the fund management network, ensure the security of funds, control the risk of assets and liabilities, meet the payment needs of the Group and will also operate strictly in accordance with the specification for risk monitoring indicators of financial companies promulgated by the CBIRC. Major regulatory indicators such as capital adequacy ratio and liquidity ratio shall comply with the provisions of the CBIRC and other relevant laws and regulations.
- c. Fosun Finance undertakes to provide the Group with annual audit reports on a regular basis.
- d. Fosun Finance undertakes that in the event of any circumstances that may endanger the safety of the Group's deposits or other events that may bring risks to the security of funds deposited by the Group, it will promptly inform the Group. At the same time, the Group has the right to immediately withdraw its deposits.

(B) Historical Transaction Amounts, Annual Caps and Basis of Determination

Historical transaction amounts

The historical transaction amounts under the Financial Services Agreement for the two years ended 31 December 2021 and the six months ended 30 June 2022 are as follows:

Unit: RMB million

	Historical transaction amounts		
	For the year ended 31 December		For the six months ended 30 June
	2020	2021	2022
(i) Maximum daily balance of loans granted by Fosun Finance to the Group	59.30	176.38	136.43
(ii) Maximum daily balance of deposits placed by the Group with Fosun Finance	979.62	993.25	986.17
(iii) Fees and charges paid by the Group to Fosun Finance for settlement services and other financial services	0.00	0.00	0.00

Historical annual caps

The historical annual caps of the transactions under the Financial Services Agreement for the three years ending 31 December 2022 are as follows:

Unit: RMB million

	Historical annual caps		
	For the year ended/ ending 31 December		
	2020	2021	2022
(i) Maximum daily balance of loans granted by Fosun Finance to the Group	1,000	1,000	1,000
(ii) Maximum daily balance of deposits placed by the Group with Fosun Finance	1,000	1,000	1,000
(iii) Fees and charges paid by the Group to Fosun Finance for settlement services and other financial services	1	1	1

Proposed annual caps

Unit: RMB million

	Proposed annual caps		
	For the year ending 31 December		
	2023	2024	2025
(i) Maximum amount of the credit facility granted by Fosun Finance to be used by the Group	2,000	2,000	2,000
(ii) Maximum daily balance of deposits placed by the Group with Fosun Finance	2,000	2,000	2,000
(iii) Fees and charges paid by the Group to Fosun Finance for settlement services and other financial services	1	1	1

The proposed annual caps for the comprehensive credit services under the Renewed Financial Services Agreement are determined with reference to the following factors: (i) the existing scale of the Group's assets, business and revenue, (ii) the possible additional financial business arising from the continuous business development of the Group and the addition of subsidiaries within the service period stipulated in the Renewed Financial Services Agreement, (iii) the diversification of financing channels, and (iv) the historical transaction amounts.

The proposed annual caps for the deposit services under the Renewed Financial Services Agreement are determined with reference to the following factors: (i) the existing scale of the Group's assets, business and revenue, (ii) the possible additional deposits arising from the continuous business development of the Group and the addition of subsidiaries within the service period stipulated in the Renewed Financial Services Agreement, (iii) the diversification and reduction of the overall deposit risk through the diversified deposit channels, and (iv) the historical utilization of the relevant annual caps.

The proposed annual caps for the settlement services and other financial services under the Renewed Financial Services Agreement are determined with reference to the following factors: (i) the possible demand for such services arising from the future business requirements and financing needs of the Group, and (ii) the historical annual cap for such services.

(C) Pricing Policies

The rates for the comprehensive credit services, deposit services, settlement services and other financial services under the Renewed Financial Services Agreement represents the best of (i) the prevailing market rates, (ii) rates no less favorable to those between the Group and independent third parties for comparable services (on a similar scale), and (iii) rates no less favorable to those for the same kind of services provided by Fosun Finance to other Member Companies of Fosun High Tech (other than the Group).

For the purpose of determining the market rates for such services, the Group will generally consider the prices offered by independent third party service providers of comparable services and similar services and compare to those offered to the Group.

(D) Reasons for and benefits of entering into the Renewed Financial Services Agreement

Having considered that (i) Fosun Finance has been providing financial services within its business scope approved by CBIRC, and the Group has established a long-term business relationship with Fosun Finance since Fosun Finance's incorporation in 2011; (ii) the customers of Fosun Finance are limited to Member Companies of Fosun High Tech; (iii) there has been no delay for repayment of any principals and interests by Fosun Finance in respect of its provisions of the deposit services, and there has been no practical impediment or disruption of the settlement services and other financial services by Fosun Finance since the Group's engagement of it as one of its financial service providers in 2011; and (iv) the Risk Management Plan formulated by the Company which illustrates the internal risk management agency, risk prevention and control procedures, and risk disposal procedures to deal with potential risks can ensure the safety of funds, the Board considers that the risks in connection with the transactions with Fosun Finance are relatively manageable.

Furthermore, the Board is of the view that the transactions contemplated under the Renewed Financial Services Agreement can facilitate the Group to enrich the deposits and loan business channels, increase the efficiency of fund utilization, reduce the costs and risks of financing, increase the deposit yield and reduce the overall deposit risk, and improve the bargaining power with the external financial institutions. The Board considers that these transactions are in the interests of the Company and its Shareholders and will not adversely affect the independence of the Company.

Taking into account the foregoing, the Directors (including the independent non-executive Directors whose views will also be set out in the letter from the Independent Board Committee to be included in the Circular) consider that the Renewed Financial Services Agreement has been negotiated on arm's length basis and is on normal commercial terms and in the ordinary and usual course of business of the Company, and that the terms of the Renewed Financial Services Agreement, the transactions contemplated thereunder and the proposed caps in respect of the comprehensive credit services, deposit services, settlement services and other financial services are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

(E) Information about the parties

As a global innovation-driven pharmaceutical and healthcare industry group deep-rooted in China, the Group directly operates businesses including pharmaceutical manufacturing, medical devices, medical diagnosis, and healthcare services, and also has a presence in pharmaceutical distribution and retail.

Fosun Finance is principally engaged in provision of financing consulting services, deposit services, settlement services, credit services and other financial services, and is a subsidiary of Fosun High Tech and is ultimately controlled by Mr. Guo Guangchang (郭廣昌先生).

(F) Internal control procedures for the Group

Pursuant to the requirements of Chapter 14A of the Hong Kong Listing Rules, the Company will disclose in its annual report the review by the Board (including independent non-executive Directors) of the continuing connected transactions entered into every year (including the continuing connected transactions under the Renewed Financial Service Agreement) and confirm that the transactions have been entered into in the ordinary and usual course of business of the Group, in accordance with the relevant agreements governing such transactions on terms (which are normal commercial terms or better to the Company) that are fair and reasonable, and in the interests of the Shareholders of the Company as a whole.

Independent auditors will also review the continuing connected transactions entered into (including the continuing connected transactions under the Renewed Financial Service Agreement) and issue a letter to the Board every year. The conclusion of such review by the auditors will be disclosed in the annual report.

In addition, as part of the Group's internal control systems to ensure that the continuing connected transactions under the Renewed Financial Services Agreement are conducted in accordance with the terms under the Renewed Financial Services Agreement (including but not limited to the pricing policy), the Company has implemented the following internal control procedures.

- (a) the Company has formulated the Connected Transaction Management System which sets out the internal control framework and requirements with respect to connected transactions of the Group. All divisions of the Company and subsidiaries of the Company must follow the requirements under the Connected Transaction Management System.
- (b) the management of the Company will closely review the use of services under the Renewed Financial Services Agreement through ongoing and timely enquiries, with a view to monitoring and ensuring that the balance of current and ongoing deposits placed with Fosun Finance is within the proposed annual caps.
- (c) the management of the Company will conduct regular reviews and random inspections to verify whether the price of the connected transactions is in compliance with the above pricing principles including reviewing the transaction records of the Group for similar services.
- (d) the Company shall obtain and review relevant document of Fosun Finance including its financial statements at least semi-annually to assess its financial risks status, and issue the Continuous Risk Assessment Report.
- (e) If the proposed annual caps need to be adjusted due to business development needs or other reasons, arrangements will be made in advance and the relevant requirements of the Hong Kong Listing Rules will be strictly complied with.

The Directors are of the view that the above methods and procedures can ensure that the pricing and other contract terms for the Group's continuing connected transactions are entered into on normal commercial terms in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Shareholders and that the continuing connected transactions are conducted in accordance with the Renewed Financial Services Agreement and in compliance with Chapter 14A of the Hong Kong Listing Rules.

(G) Listing Rules Implications

As at the date of this announcement, Fosun Finance is a subsidiary of Fosun High Tech, the controlling shareholder of the Company, thus Fosun Finance is a connected person of the Company under Rule 14A.07(4) of the Hong Kong Listing Rules. The transactions contemplated under the Renewed Financial Services Agreement therefore constitute continuing connected transactions for the Company under Chapter 14A of the Hong Kong Listing Rules. The deposit services provided by Fosun Finance to the Group pursuant to the Renewed Financial Services Agreement also constitutes financial assistance by the Group to Fosun Finance under Chapter 14 of the Hong Kong Listing Rules.

The comprehensive credit services to be provided by Fosun Finance to the Group will be on normal commercial terms and no security over the assets of the Group will be offered in favour of Fosun Finance with respect to such comprehensive credit services under the Renewed Financial Services Agreement. As such, the comprehensive credit services to be provided by Fosun Finance to the Group under the Renewed Financial Services Agreement are exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Hong Kong Listing Rules.

As the applicable percentage ratios as defined under Rule 14.07 of the Hong Kong Listing Rules for the deposit services, settlement services and other financial services under the Renewed Financial Services Agreement are, in the aggregate, more than 5% but less than 25% on an annual basis, the deposit services, settlement services and other financial services to be provided by Fosun Finance to the Group under the Renewed Financial Services Agreement constitute in aggregate a discloseable and continuing connected transaction of the Company which is subject to the reporting, announcement and independent shareholder's approval requirements under Chapter 14A of the Hong Kong Listing Rules, and the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

(H) Board Review Procedures

The Renewed Financial Services Agreement has been approved by the Board of the Company. As the executive Directors, Mr. Wang Kexin and Ms. Guan Xiaohui, and the non-executive Directors, Mr. Chen Qiyu, Mr. Yao Fang, Mr. Xu Xiaoliang and Mr. Pan Donghui hold positions in Fosun High Tech or are otherwise related therewith, they are required to abstain, and have abstained from, voting on the resolutions of the Board to approve the Renewed Financial Services Agreement.

(I) Independent Board Committee

An Independent Board Committee comprising all independent non-executive Directors, namely Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson, has been established by the Company to advise the independent Shareholders in respect of the Renewed Financial Services Agreement and the deposit services, settlement services and other financial services contemplated thereunder.

(J) Independent Financial Adviser

The Company will appoint an independent financial adviser to advise the Independent Board Committee and the independent Shareholders in respect of the Renewed Financial Services Agreement and the deposit services, settlement services and other financial services contemplated thereunder.

(K) The EGM

The EGM will be convened for the purpose of (among other things) considering and, if thought fit, approving the Renewed Financial Services Agreement and the transactions contemplated thereunder. The Company will issue a Circular containing, among other things, (i) further details on the Renewed Financial Services Agreement, (ii) the recommendation of the Independent Board Committee to the independent Shareholders in relation to the Renewed Financial Services Agreement; (iii) a letter of advice by the independent financial adviser to the Independent Board Committee and the independent Shareholders; and (iv) a notice convening the EGM. As additional time is required to finalise certain information in the Circular (including the letter from the independent financial adviser), and taking into account the related bulk-printing arrangements, the Company expects to dispatch the Circular to the Shareholders on or before 20 October 2022.

2. DEFINITIONS

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

“Board”	the board of directors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“Circular”	the Shareholders’ circular to be issued by the Company (among other things) with respect to the Renewed Financial Services 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)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Continuous Risk Assessment Report”	the half-yearly continuous risk assessment report issued by the Company for internal reference in respect of the continuous assessment of the financial risks status of Fosun Finance
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of (among other things) considering and, if thought fit, approving the Renewed Financial Services Agreement and the transactions contemplated thereunder
“Financial Services Agreement”	the financial services agreement dated 30 July 2019 entered into between the Company and Fosun Finance in relation to the financial services provided by Fosun Finance to the Group
“Fosun Finance”	Fosun Group Finance Corporation Limited* (上海復星高科技集團財務有限公司), a limited liability company established in the PRC, and a subsidiary of Fosun High Tech
“Fosun High Tech”	Shanghai Fosun High Technology (Group) Company Limited* (上海復星高科技(集團)有限公司), a limited liability company established in the PRC, and a controlling shareholder of the Company
“Group”	the Company and its subsidiaries
“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
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors, namely Ms. Li Ling, Mr. Tang Guliang, Mr. Wang Quandi and Mr. Yu Tze Shan Hailson
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company for the purpose of advising the Independent Board Committee and the independent Shareholders in respect of the Renewed Financial Services Agreement

“Member Company(ies)”	has the meaning ascribed to it under the Administrative Measures on Finance Companies of Enterprise Groups (《企業集團財務公司管理辦法》), and includes the parent company and its subsidiary(ies) in which the parent company holds over 51% of the shareholdings; company(ies) in which the parent company and its subsidiaries (either individually or jointly) hold over 20% of the shareholdings, or hold less than 20% of the shareholdings but are the largest shareholder of such company; legal person(s) of public institution(s) or social organisation(s) under the parent company and its subsidiary
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Renewed Financial Services Agreement”	the financial services agreement dated 29 August 2022 entered into between the Company and Fosun Finance in relation to the financial services provided by Fosun Finance
“Risk Management Plan”	the Risk Management Plan for Financial Business with Fosun Group Finance Corporation Limited* (上海復星高科技集團財務有限公司) formulated by the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“%”	per cent

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

Shanghai, the People’s Republic of China
29 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. Wu Yifang, Mr. Wang Kexin, Ms. Guan Xiaohui and Mr. Wen Deyong; 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