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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)**

## DISCLOSEABLE TRANSACTION

### DISPOSAL OF 100% EQUITY INTEREST IN THE TARGET COMPANY

**Financial Adviser**



**Ignite Capital**

#### **EQUITY TRANSFER AGREEMENT**

The Board announces that, on April 22, 2026 (after trading hours), Sipai Investment (a wholly-owned subsidiary of the Company) (as Seller) entered into the Equity Transfer Agreement with Dashenlin (as Purchaser), whereby Sipai Investment conditionally agreed to dispose of its entire equity interest in the Target Company (a wholly-owned subsidiary of the Company) at the aggregate Consideration of RMB51,730,000 (subject to a consideration adjustment mechanism outlined below). As part of the Disposal, the Company will also transfer the equity interest in Siweite and Beijing Renbo, being two subsidiaries of the Company into the Target Company, and they will also form part of the Target Group to be disposed by the Company. Upon completion of the Disposal, the Group will cease to hold any interest in the Target Company and it will cease to be a subsidiary of the Group and its assets and liabilities will no longer be included in the consolidated financial statements of the Group. Dashenlin will obtain 100% of the equity interest in the Target Subsidiaries and the Target Company.

#### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio calculated according to Rule 14.07 of the Listing Rules in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules.

Given the valuation of the Target Group was based on cost approach, under which the intangible assets were valued through income approach (taking into account the future economic benefits expected to bring to the Target Group), the valuation constitutes a profit forecast solely under Rule 14.61 of the Listing Rules. Further announcement in relation to the information required under Rule 14.60A of the Hong Kong Listing Rules will be made by the Company within 15 business days after publication of this announcement in compliance with Rule 14.60A of the Listing Rules.

***As the completion of the Disposal is subject to fulfillment (or waiver) of the conditions precedent set out in the Equity Transfer Agreement, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.***

The Board announces that, on April 22, 2026 (after trading hours), Sipai Investment (a wholly-owned subsidiary of the Company) (as Seller) entered into the Equity Transfer Agreement with Dashenlin (as Purchaser), whereby Sipai Investment conditionally agreed to dispose of its entire equity interest in the Target Company (a wholly-owned subsidiary of the Company) at the aggregate Consideration of RMB51,730,000 (subject to a consideration adjustment mechanism outlined below). As part of the Disposal, the Company will also transfer the equity interest in Siweite and Beijing Renbo, being two subsidiaries of the Company into the Target Company, and they will also form part of the Target Group to be disposed by the Company. Upon completion of the Disposal, the Group will cease to hold any interest in the Target Company and it will cease to be a subsidiary of the Group. Dashenlin will obtain 100% of the equity interest in the Target Subsidiaries and the Target Company.

## **EQUITY TRANSFER AGREEMENT**

Principal terms of the Equity Transfer Agreement are as follow:

Date	April 22, 2026
Parties	(i) Sipai Investment, as the Seller (ii) Dashenlin, as the Purchaser; and (iii) the Target Company.
Subject Matter	100% of the equity interest in the Target Company, and thereby indirectly acquiring the Target Subsidiaries

Consideration

RMB51,730,000 (all PRC stamp duties in relation to this Transaction shall be borne by the Seller), representing the valuation of the Target Subsidiaries and subject to adjustment.

In the event that any Target Subsidiaries is unable to operate normally following completion, the Consideration shall be reduced by an amount equal to the attributed valuation of such Target Subsidiaries. In the event that the net assets of the Target Company at the Closing Date exceed the target net asset value of RMB2.59 million, the Consideration should be adjusted upwards to reflect the excess net asset, provided that net asset value at the Closing Date shall not exceed RMB30,000,000, and in any event, the total Consideration (after any upward adjustment) shall not exceed RMB79,140,000.

Payment terms

The Consideration shall be paid by the Purchaser to the Seller in five instalments and subject to the special payment arrangement:

- (i) First Instalment: the first instalment of RMB4,674,000 shall be paid to the Seller within 15 business days after the date of the Equity Transfer Agreement;
- (ii) Second Instalment: the second instalment of RMB16,236,200 shall be paid to the Seller within 15 business days after completion of the changes to effect the Disposal (including completion of the industrial and commercial registration filings);
- (iii) Third Instalment: the third instalment of RMB17,082,800 shall be paid to the Seller within 15 business days after completion of operational handover matters and certain qualifications confirmed by the Purchaser;
- (iv) Fourth Instalment: the fourth instalment of RMB2,460,000 shall be paid to the Seller within 15 business days after delivery of operating systems and data to the Purchaser; and
- (v) Fifth Instalment: the fifth instalment of RMB7,337,000 shall be paid to the Seller within 15 business days after the earlier of (a) the first anniversary of the Closing Date; or (b) the second anniversary of the date of the Equity Transfer Agreement.

Pursuant to the Equity Transfer Agreement, an amount representing no more than 50% of the third instalment attributable to specific pharmacies may be withheld by the Purchaser and an additional RMB3,940,000 may be payable depending on the status of the lease agreement entered into as prescribed by the Equity Transfer Agreement.

#### Reorganization

Prior to Completion, the Company has undertaken to complete a reorganization to (i) transfer the entire equity interest in Beijing Renbo and Siweite (being Target Subsidiaries which are not currently owned by the Target Company) to the Target Company (the “**Reorganization**”). The Reorganization will require the Company to acquire from the minority 30% equity interest of each of Beijing Renbo and Siweite from Beijing Kangnuo Medical Investment Management Co., Ltd. (an Independent Third Party) at a consideration of approximately RMB3.5 million prior to Completion; (ii) transfer the entire equity interest in 7 subsidiaries currently owned by the Target Company which will not form part of the Target Group to other wholly-owned subsidiaries of the Group outside of the Target Group.

The Target Company will enter into a separate equity transfer agreement with Beijing Kangnuo Medical Investment Management Co., Ltd. for the acquisition of the relevant equity interest in relation to the Reorganization. It is currently expected that all applicable size test for the transaction will be less than 5% and will not constitute a notifiable transaction.

#### Completion

Completion shall take place on the date on which the registration of the equity transfer has been completed and the updated register of shareholders of the Target Company has been delivered to the Purchaser (showing the Purchaser holding 100% of the equity interest in the Target Company).

#### Conditions precedent

Completion of the Disposal is conditional upon the fulfillment (or waiver by the relevant party) of certain customary conditions, including but not limited to the following:

- (i) the consolidated net assets of the Target Company as at the Closing Date shall be no less than RMB2.59 million;
- (ii) the financial books and accounts of the Target Company should be accurate and complies with applicable accounting standards, the inventory of the Target Company meeting requirements specified under the Equity Transfer Agreement;

- (iii) all Target Subsidiaries should hold all necessary operating licenses and relevant pharmacies should hold requisite social medical insurance qualifications;
- (iv) the Purchaser shall be authorized to continue using certain trade name in the Target Company's business names for one year from the Closing Date; and
- (v) within 45 days after the date of the Equity Transfer Agreement, the Reorganization should be completed and all of the Target Subsidiaries should become wholly-owned subsidiary of the Target Company.

None of the conditions precedent may be unilaterally waived by a party.

#### Termination

The Equity Transfer Agreement may be terminated in the event that there is (i) a failure to complete the equity transfer registration within 90 days, or the operational handover within 120 days, after the date of the Equity Transfer Agreement; (ii) material misrepresentation, omission or breach of warranty by the Seller resulting in losses exceeding 15% of the total Consideration; (iii) transfer of equity in any of the Target Subsidiaries to a third party; (iv) revocation or cancellation of the pharmaceutical operation permits or medical insurance qualifications of Guangdong Dahui and Siweite; (v) any instalment of the Consideration remains unpaid for more than 15 days after the due date; or (vi) the transaction is prohibited by a competent government authority and such prohibition is final and non-appealable.

#### **INFORMATION ON THE TARGET COMPANY AND THE TARGET GROUP**

The Target Company is a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company. The Target Group, being the targets which will be transferred to Dashenlin pursuant to the Equity Transfer Agreement currently operates 4 pharmacies in Beijing and Hubei Province, as well as a supply chain business operating and serving pharmacies nationwide (including pharmacies operated by the Target Group). Upon completion of the Disposal, all members of the Target Group will cease to be operated by the Group.

Set out below is the unaudited financial information of the Target Group for the two years ended December 31, 2024 and 2025:

	<b>For the year ended December 31, 2024 (RMB'000)</b>	<b>For the year ended December 31, 2025 (RMB'000)</b>
Revenue	1,032,422	484,737
Net (loss)/profit before tax	(1,309)	(8,584)
Net (loss)/profit after tax	<u>(1,104)</u>	<u>(9,299)</u>

*Note:* The Target Company was incorporated in January 9, 2025, the financial data of the Target Group presented in this announcement represents the pro-forma consolidated financial information of the Target Company and Target Subsidiaries based on the post-Reorganization structure.

As of December 31, 2025 and March 31, 2026, the Target Group has an unaudited net asset value of RMB21,288,998 and RMB15,079,654, respectively.

## **INFORMATION OF THE OTHER PARTIES INVOLVED IN THE DISPOSAL**

### **The Group**

The Company is committed to building China's leading commercial healthcare payment system and service network for China's working population and their families through its unique "health insurance + healthcare management" one-stop service model.

Sipai Investment is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company, it is primarily engaged in investment holdings.

### **The Purchaser**

Dashenlin is a joint stock company with limited liability incorporated in the PRC and listed on Shanghai Stock Exchange on July 31, 2017 (603233.SH). It is primarily engaged in pharmaceutical retail business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Purchaser and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

## **BASIS OF DETERMINING THE CONSIDERATION**

The Consideration was agreed after arm's length negotiations between Sipai Investment and the Purchaser taking into account factors including the appraised value of RMB64.1 million as set forth in the Valuation Report, as well as other factors such as the most recent net asset value of the Target Group, the overall market temperament and performance of the Target Group (which has experienced slight overall decline as compared to the corresponding period in the prior financial year). The valuation of the Target Company was based on cost approach, which has comprehensively considered the net asset value and the valuation of core intangible assets, thereby reasonably reflecting the valuation of the Target Company.

On the basis of the foregoing, the Directors are therefore of the view that the Consideration was fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

In addition, the Company has appointed Ignite Capital (Asia Pacific) Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, as the financial adviser to the Disposal.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Company conducts strategic review of the Group's assets from time to time with the aim of enhancing shareholder value. Since 2024, the Group has prioritized the development of its commercial insurance and health management businesses. Riding on strong industry trends and supportive policies, these segments demonstrate robust growth momentum and enjoy a substantially higher gross profit margin than the specialty pharmacy business. In light of current market conditions of the pharmacy industry and the operating performance of the Target Company and the Target Subsidiaries' pharmacy business, the Board believes that the Disposal will allow the Group to sharpen its strategic focus, optimize resource allocation, strengthen financial support for its core businesses, lift the Group's overall gross profit margin, and accelerate the achievement of the Group's overall profitability targets.

The Directors are of the view that the terms of the Disposal, which have been agreed after arm's length negotiations taking into account the valuation from the Valuation Report and historical operating performance (including the revenue generated by the Target Company) of the Target Company, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **FINANCIAL IMPACT ON THE DISPOSAL AND USE OF PROCEEDS**

Immediately upon completion of the Disposal, the Company will no longer have any interest in the Target Company and they will cease to be a subsidiary of the Company, its financial results will no longer be consolidated into the Company's financial statements.

It is estimated that the Group will record a profit on the Disposal in the amount of approximately RMB49.14 million, being the difference between the expected total sales proceeds and the unaudited net assets as at March 31, 2026. The actual gain or loss arising from the Disposal will be subject to the financial performance of the Target Company up to the completion date, as well as the Group's audit, and the actual gain or loss may therefore be different from the amount stated.

It is expected that net proceeds from the Disposal will be applied for corporate purposes and as general working capital of the Group.

## LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated according to Rule 14.07 of the Listing Rules in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules.

Given the valuation of the Target Group was based on cost approach, under which the intangible assets were valued through income approach (taking into account the future economic benefits expected to bring to the Target Group), the valuation constitutes a profit forecast solely under Rule 14.61 of the Listing Rules. Further announcement in relation to the information required under Rule 14.60A of the Hong Kong Listing Rules will be made by the Company within 15 business days after publication of this announcement in compliance with Rule 14.60A of the Listing Rules.

***As the completion of the Disposal is subject to fulfillment (or waiver) of the conditions precedent set out in the Equity Transfer Agreement, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.***

## DEFINITIONS

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

“Beijing Renbo” Beijing Renbo Pharmacy Co., Ltd. (北京仁博大藥房有限責任公司), a company incorporated in the PRC with limited liability on April 4, 2003. As at the date of this announcement, 70% of its equity interest is held by Sipai Wisdom Technology (Guangzhou) Co., Ltd. (思派智慧科技(廣州)有限公司) (a wholly-owned subsidiary of the Company), and the remaining 30% is held by Beijing Kangnuo Medical Investment Management Co., Ltd. (北京慷諾醫療投資管理有限公司).

“Board” the board of Directors

“Company”	Sipai Health Technology Co., Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands on May 19, 2015
“Consideration”	the aggregate consideration receivable by the Group for the Disposal in the initial amount of RMB51,730,000
“Closing Date”	the date on which the registration of the equity transfer has been completed and the updated register of shareholders of the Target Company has been delivered to the Purchaser
“Group”, “our Group”, “our”, “we” or “us”	the Company and all of its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it
“Guangdong Dahui”	Guangdong Dahui Pharmaceutical Co., Ltd. (廣東達慧醫藥有限公司), a company incorporated in the PRC with limited liability on July 19, 2000 and a wholly-owned subsidiary of the Company
“Disposal”	the proposed disposal of the 100% equity interest in the Target Company pursuant to the terms of the Equity Transfer Agreement
“Equity Transfer Agreement”	the equity transfer agreement dated April 22, 2026 in connection with the sale of 100% equity interest in Target Company by Sipai Investment to Dashenlin
“Hubei Sipai”	Hubei Sipai Pharmacy Co., Ltd. (湖北思派大藥房有限公司), a company incorporated in the PRC with limited liability on May 24, 2018 and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) and their ultimate beneficial owner(s) (if applicable) which are independent of the Company and its connected persons (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, which for the purpose of this announcement and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser” or “Dashenlin”	Dashenlin Pharmaceutical Group Co., Ltd. (大參林醫藥集團股份有限公司), a joint stock company with limited liability incorporated in the PRC and listed on Shanghai Stock Exchange on July 31, 2017 (603233.SH)
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s)
“Seller” or “Sipai Investment”	Sipai Healthcare Investment Group Co., Ltd. (思派健康產業投資集團有限公司), a company incorporated in the PRC with limited liability on March 8, 2019 and a wholly-owned subsidiary of the Company
“Siweite”	Beijing Renbo Siweite Pharmacy Co., Ltd. (北京仁博思維特大藥房有限公司), a company incorporated in the PRC with limited liability on December 30, 2021. As at the date of this announcement, 70% of its equity interest is held by Siweite (Beijing) Health Management Co., Ltd. (思維特(北京)健康管理有限公司) (a wholly-owned subsidiary of the Company), and the remaining 30% is held by Beijing Kangnuo Medical Investment Management Co., Ltd. (北京慷諾醫療投資管理有限公司).
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Target Company”	Sipai Zhihe Technology (Guangzhou) Co., Ltd. (思派致合科技(廣州)有限公司), a company incorporated in the PRC with limited liability on January 9, 2025 and a target company which shall be acquired by the Purchaser in connection with the Disposal
“Target Group”	the Target Company and the Target Subsidiaries
“Target Subsidiaries”	Guangdong Dahui, Hubei Sipai, Siweite and Beijing Renbo, being each of the entities which will form and become subsidiaries of the Target Company prior to completion of the Disposal

“Valuer”	Orient Appraisal Co., Ltd. (上海東洲資產評估有限公司), an independent third-party valuer appointed by the Company
“Valuation Report”	the asset valuation report in respect of the appraised value of the Target Group as at March 31, 2026 issued by the Valuer
“%”	per cent

*In this announcement, the English names of the PRC entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.*

By order of the Board  
**Sipai Health Technology Co., Ltd.**  
**MA Xuguang**  
*Chairman of the Board and Executive Director*

Hong Kong, April 22, 2026

*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. FAN Xin, Mr. HE Haijian and Ms. HUANG Bei as independent non-executive directors.*