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ALIBABA HEALTH INFORMATION TECHNOLOGY LIMITED

阿里健康信息技術有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00241)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

References are made to (i) the circular of the Company dated March 8, 2021 and the announcement of the Company dated February 5, 2021 in respect of, among others, the 2022 Logistics Services Framework Agreement and the 2022 Platform Services Framework Agreement; (ii) the announcement of the Company dated March 30, 2021 in respect of, among others, the 2022 Outsourced Services Framework Agreement, the 2022 Payment Services Framework Agreement, the 2022 Shared Services Agreement, the 2022 Agency Agreement, the 2022 Cloud Computing Services Framework Agreement and the 2022 Software Services Framework Agreement; and (iii) the announcement of the Company dated December 23, 2021 in respect of, among others, the revision of annual caps of the 2022 Cloud Computing Services Framework Agreement, the 2022 Software Services Framework Agreement and the 2022 Supply and Purchase Framework Agreement.

Each of the Existing CCT Agreements will expire on March 31, 2022, and it is currently expected that the transactions under the Existing CCT Agreements will continue. On March 30, 2022, the Company and its relevant Subsidiaries, as applicable, entered into the Renewed CCT Agreements, each of which has a term commencing from April 1, 2022 and ending on March 31, 2023.

Perfect Advance is a substantial shareholder and a connected person of the Company. Alibaba Holding is the ultimate shareholder of Perfect Advance and accordingly a connected person of the Company. As Alibaba Holding directly or indirectly Controls or is the ultimate shareholder of each of the members of the AGH Relevant Entities, Alibaba Group, Taobao Holding, Alibaba Cloud, Hangzhou Xinxuan and the Advertising Parties, each relevant member is a connected person of the Company. Further, as Ant is indirectly held by Alibaba Holding as to 33% of its equity interest and both Alipay China and Alipay Singapore are wholly-owned Subsidiaries of Ant, each of Ant, Alipay China and Alipay Singapore is an associate of Perfect Advance and thus a connected person of the Company. Moreover, as Hangzhou Cainiao is an indirect non-wholly-owned Subsidiary of Alibaba Holding, each of the members of Cainiao Group is also a connected person of the Company. The transactions contemplated under each of the Renewed CCT Agreements therefore constitute continuing connected transactions of the Company in accordance with the Listing Rules.

As each of the applicable percentage ratios calculated with reference to the respective annual caps(s) under each of the Renewed CCT Agreements is less than 5%, the transactions contemplated under each of the Renewed CCT Agreements are subject to reporting, annual review, and announcement requirements, but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

References are made to (i) the circular of the Company dated March 8, 2021 and the announcement of the Company dated February 5, 2021 in respect of, among others, the 2022 Logistics Services Framework Agreement and the 2022 Platform Services Framework Agreement; (ii) the announcement of the Company dated March 30, 2021 in respect of, among others, the 2022 Outsourced Services Framework Agreement, the 2022 Payment Services Framework Agreement, the 2022 Shared Services Agreement, the 2022 Agency Agreement, the 2022 Cloud Computing Services Framework Agreement and the 2022 Software Services Framework Agreement; and (iii) the announcement of the Company dated December 23, 2021 in respect of, among others, the revision of annual caps of the 2022 Cloud Computing Services Framework Agreement, the 2022 Software Services Framework Agreement and the 2022 Supply and Purchase Framework Agreement.

Each of the Existing CCT Agreements will expire on March 31, 2022, and it is currently expected that the transactions under the Existing CCT Agreements will continue. On March 30, 2022, the Company and its relevant Subsidiaries, as applicable, entered into the Renewed CCT Agreements, each of which has a term commencing from April 1, 2022 and ending on March 31, 2023. The principal terms of each of the Renewed CCT Agreements are set out as follows.

2023 LOGISTICS SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Hangzhou Cainiao (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Logistics Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the 2023 Logistics Services Framework Agreement, Hangzhou Cainiao has agreed that Cainiao Group will provide to the Group the Logistics Services, including but not limited to warehouse operation and storage services, domestic and international delivery services, customs registration and clearance services, standard and special packaging services, storage and delivery supply chain management services and related system software services and other value-added and logistics-related services provided by Cainiao Group from time to time. Cainiao Group shall provide the Logistics Services to the Group in accordance with the underlying agreements and the standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by Cainiao Group from time to time.

Service fees, pricing terms and payment terms

The service fees shall be calculated and settled in accordance with the underlying agreements and the standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by Cainiao Group from time to time. As at the date of this announcement, the service fees include without limitation the following major components:

- (i) storage fees, which are calculated based on the size of the Group's goods being stored in Cainiao Group's warehouses and are payable monthly. The current applicable storage fees are approximately RMB3 to RMB10 per cubic meter for each applicable day;

- (ii) basic service fees/order processing fees, including delivery fees, which are calculated based on the delivery route, size or weight (whichever results in the higher rate) of the Group's goods being delivered by Cainiao Group, and are payable against each delivery order. The current applicable delivery fees per parcel for domestic and overseas delivery range from approximately RMB2.5 to RMB80 for the first kilogram and approximately RMB2 to RMB50 for each additional kilogram;
- (iii) value-added service fees, depending on the type of value-added services provided, which are calculated based on the quantity of goods requiring the respective value-added services and are currently payable against each delivery order; and
- (iv) disbursement and other incidental costs arising from the Logistics Services, such as tax paid on behalf of the Group by Cainiao Group, which shall be calculated based on the actual amount of disbursement incurred and are currently collected by Cainiao Group against each delivery order.

The service fees (other than the storage fees, which are settled monthly, and the order processing fees, which are settled after each parcel is despatched from the warehouse) are currently settled immediately against the completion of each delivery order.

Hangzhou Cainiao has undertaken to ensure that the terms in respect of the Logistics Services provided to the Group are no less favorable than the terms available to other independent third parties in accordance with the respective standard agreements which are applicable to these customers.

2023 PLATFORM SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Alibaba Holding (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Platform Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the 2023 Platform Services Framework Agreement, Alibaba Holding has agreed that the AGH Relevant Entities will provide to the Group the Platform Services, including but not limited to Internet information related software technical services, bonus points system related software technical services, Internet information services, secondary domain name services, promotion and logistics related technical services, product information display and release services, order verification and processing services, payment system technical services, coordination and storage services for returned products, trading technology services, channel promotion services, other related platform services and other similar or related services provided by the AGH Relevant Entities from time to time. These services relate to the Group's use of various AGH Platforms to sell healthcare related products and services to consumers and businesses.

The AGH Relevant Entities shall provide the Platform Services to the Group in accordance with the underlying agreements and standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by the AGH Relevant Entities from time to time.

Service fees, pricing terms and payment terms

The service fees shall be calculated in accordance with the underlying agreements and the standard terms and conditions (as applicable) as amended and published on the respective online platforms operated by the respective AGH Relevant Entities from time to time. As at the date of this announcement, the service fees include without limitation the following major components:

- (i) an upfront guarantee deposit designated by the respective AGH Relevant Entities (different amount of guarantee deposit is applicable to different AGH Platforms or different categories of products or services) (if applicable);
- (ii) a standard annual fee designated by the respective AGH Relevant Entities (different amount of annual fee is applicable to different categories of products or services) (if applicable), currently being RMB30,000 per Tmall storefront, RMB60,000 per Tmall Global storefront and RMB10,000 per AliExpress storefront for the year ending December 31, 2022;
- (iii) technical service fees calculated as a percentage of the value of sales of products or services sold by the Group of the applicable categories on the AGH Platforms as amended and published from time to time. Currently, the products and services sold by the Group at the relevant storefronts on the AGH Platforms are primarily categorized into over-the-counter drugs, prescription drugs, medical devices and nutritional supplements categories, which are subject to a fee rate ranging from 1% to 10%; and

- (iv) payment handling and international delivery fees which include any cost incurred in the payment and delivery of the products sold by the Group on the relevant AGH Platforms and platform service fees designated by the respective AGH Relevant Entities which are determined based on the marketing platform selected and the types of platform activities engaged in (if applicable).

The fee tables published on the respective AGH Platforms are subject to adjustment and typically revised annually by the AGH Relevant Entities.

The AGH Relevant Entities will ensure that the terms in respect of the Platform Services provided to the Group are no less favourable than the general terms available to other independent third parties. As the standard terms and conditions are amended and published on the respective online platforms operated by the AGH Relevant Entities from time to time, the Company will regularly check that the rates that it is charged is consistent with such published rates.

As the technical service fees or other fees to be charged for the sale of products and services on the AGH Platforms are subject to change by the AGH Relevant Entities and are beyond the Group's control, the Company will seek the Board's approval in the event that there is any material change to the terms of the service fees, including any material increase in the fee rate applicable to the products and services sold by the Group, as amended from time to time, and comply with the disclosure requirements under the Listing Rules as and when appropriate.

The guarantee deposit shall be payable upon admission to the relevant AGH Platforms. The designated annual fees shall be settled at the beginning of each calendar year and the technical service fees will be settled or deducted immediately after the sale of the relevant products or services. The settlement of the payment handling and international delivery fees and the platform service fees shall be set off against funds received by the AGH Relevant Entities from customers in respect of the transactions conducted on the relevant AGH Platforms.

2023 OUTSOURCED SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Taobao Holding (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Outsourced Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the terms of the 2023 Outsourced Services Framework Agreement, the Group agrees to provide Taobao Group with the following outsourced and value-added services (i.e. the “**Outsourced Services**”) in relation to the Outsourced Services Categories:

- (i) Tmall Merchants’ business development, including researching, analyzing, gathering and tracking market trends and policy updates;
- (ii) Tmall Merchants’ customer services, including providing helpline support for Tmall Merchants in the process of admission to Tmall and general operational questions; assisting Tmall Merchants in analyzing consumer behavior data, updating Tmall Merchants on any latest business information and rules, marketing activities planning, business risks, as well as collecting feedback and suggestions from Tmall Merchants to improve overall services to Tmall Merchants;
- (iii) marketing event planning for Tmall Merchants, including planning and organizing marketing events for Tmall Merchants, organizing Tmall Merchants to participate in events, designing and building event webpage interfaces, planning customer discount programs and conducting consumer data analysis;
- (iv) technical support, including providing technical support on product and store information display, transaction completion processes, use of payment tools and consumer service tools;
- (v) assistance to Taobao Group’s business team with Tmall Merchants’ admissions, Tmall Merchants’ business operations, Tmall Merchants’ management and product quality control functions, including assisting with formulating rules that govern Tmall Merchants’ operation, reviewing documents required for Tmall Merchants’ admission and formulating and implementing quality control rules and conducting regular inspections;
- (vi) e-commerce platform operational and maintenance related technical management services for the relevant categories, which include technical management services for the merchants admission system, the product quality control system and the merchants operational and maintenance services system; and

(vii) technical management services in relation to urban medical insurance, which include the provision of technical management services for the medical insurance merchants admission system, the product quality control system, and the merchants operational and maintenance service system.

Taobao Group will continue to have primary responsibility for all work and business decisions pertaining to Tmall Merchants' admissions, Tmall Merchants' business operations and product quality control functions, including signing and reviewing contracts with Tmall Merchants, reviewing product information and images displayed by the Tmall Merchants and providing technology infrastructure, and the Group agrees to assist with the execution of business decisions made by Taobao Group.

Service fees, pricing terms and payment terms

Taobao Group shall, subject to special promotional arrangements as may be agreed by both Taobao Group and the Group, pay the Group service fees amounting to 21.5% of the fees paid by the Tmall Merchants to Taobao Group and/or their respective affiliates in respect of the value of completed sales of products or services under the Outsourced Services Categories. The service fees shall be paid in cash on a quarterly basis. The service fees were determined based on arm's length negotiation with Taobao Holding with reference to, among other things, the operating costs expected to be incurred by the Group in providing the services including staff costs, forecast marketing and promotional activities and technical support expenses. The 2023 Outsourced Services Framework Agreement is on normal commercial terms which are not more favorable to Taobao Holding than those offered to independent third parties.

2023 PAYMENT SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Alipay China (for itself and on behalf of its Subsidiaries and affiliates)
- (3) Alipay Singapore (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Payment Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided, service fees, pricing terms and payment terms

Alipay China and Alipay Singapore shall provide payment, settlement and other related services (i.e. the “**Payment Services**”) on the Alibaba Group Platforms to the Group, and the Group shall pay to Alipay China and Alipay Singapore the service fees which shall be calculated in accordance with the standard terms and conditions of Alipay China and Alipay Singapore as amended and published from time to time on the websites of Alipay China and Alipay Singapore or on the Alibaba Group Platforms or otherwise agreed by the parties. Currently, the service fees are determined based on the volume and the relevant cost of the transactions completed.

Each of the currently applicable service fee rates is not more than 1% of the completed transaction amounts. The service fees shall be deducted from the completed transaction amounts immediately upon completion of such transactions. The Group may also be subject to an annual settlement fee, the amount of which will depend on the frequency of settlement (if applicable).

Alipay China and Alipay Singapore have undertaken to ensure that the service fees charged are fair, on normal commercial terms and determined on arm’s length basis and the rate of service fees may be adjusted with reference to market conditions and the co-operation between the parties.

2023 SHARED SERVICES AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries)
- (2) Alibaba Holding (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Shared Services Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided, service fees, pricing terms and payment terms

Pursuant to the 2023 Shared Services Agreement, Alibaba Holding has agreed that the relevant Alibaba Service Providers shall provide certain Shared Services (i.e. service items (i) to (viii) listed below) to the Group, and the Company has agreed that the relevant Alibaba Health Service Providers shall provide certain Shared Services (i.e. service item (v) listed below) to Alibaba Group. The Shared Services, together with the respective bases of fee calculations, are detailed as follows:

Description of the Shared Services	Basis for fee calculation
(i) Office premises sharing and support services and dining coupon services	Service fees for sharing of office premises to be calculated on a Prevailing Market Price Basis; and service fees for office support services to be calculated on a Cost-plus Basis Service fees for dining coupon services to be calculated at cost
(ii) Customer service support services	Service fees to be calculated on a Cost-plus Basis
(iii) Operational support services, mid-office system operational and maintenance services, Internet information and information related services	Service fees to be calculated on a Cost-plus Basis
(iv) Legal corporate secretarial, finance, administrative, and product safety related support services	Service fees to be calculated at cost
(v) Human resources and personnel transfer related arrangements and reimbursements	Service fees to be calculated at cost
(vi) Business intelligence (BI) support services	Service fees to be calculated on a Cost-plus Basis
(vii) User experience design (UED) support services	Service fees to be calculated on a Cost-plus Basis
(viii) Offline open data processing services (ODPS)	Service fees to be calculated on a Cost-plus Basis

In this paragraph:

“**Prevailing Market Price Basis**” means the fees for the relevant Shared Services shall be determined by the prevailing market price for such services. It is expected that the parties will refer to prevailing rental rates for comparable premises to determine the fees for sharing of office premises.

“**Cost-plus Basis**” means the fees for the relevant Shared Services shall be calculated by multiplying the actual costs for the provision of such services by a margin, which shall be determined by one of the four largest international professional accounting firms as designated by Alibaba Holding or the Company (as the case may be), with reference to the applicable tax laws and regulations, comparable transactional information, and in accordance with the principles of arm’s length transactions.

The service fees payable by the Group and/or Alibaba Group pursuant to the 2023 Shared Services Agreement shall be billed and settled in cash on a quarterly basis. The 2023 Shared Services Agreement was negotiated on arm’s length basis and on normal commercial terms which are no less favorable than the general terms available to other independent third parties.

2023 AGENCY AGREEMENT

Date

March 30, 2022

Parties

- (1) Alibaba Health (HK) (for itself and on behalf of its Subsidiaries)
- (2) Alimama (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Agency Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the 2023 Agency Agreement, Alibaba Health (HK) (for itself and on behalf of its Subsidiaries) will refer Alibaba Health Group’s contracted clients to purchase, and the Advertising Parties, as the marketing services providers, will provide to Alibaba Health Group’s contracted clients, various marketing and advertising services on the marketing and branding platforms provided by the Advertising Parties. The actual marketing expenses will be settled by Alibaba Health Group’s contracted clients to the Advertising Parties directly.

Incentive fees, pricing terms and payment terms

Alibaba Health Group will be entitled to receive from the Advertising Parties certain incentive rebates in the form of cash or Marketing Resources should the aggregate amount of fees generated by the purchase of Marketing Resources by Alibaba Health Group and its contracted clients exceed certain thresholds. Such rates of incentive rebates and the respective thresholds of purchases are to be published by the Advertising Parties in the first quarter of each calendar year and may be subject to adjustment from time to time. Based on the rates published by the Advertising Parties as at the date of the announcement, the incentive rebate rates range from 3% to 24% of the purchase price of Marketing Resources. The range of total incentive fees payable under the 2023 Agency Agreement was determined with reference to the terms and conditions set out in the standard agency agreements of the Advertising Parties as amended from time to time in relation to such agency services and based on arm's length negotiations with the Advertising Parties and are on commercial terms no less favourable than those offered to independent third parties. The Company confirms that the incentive rebates to be paid to Alibaba Health Group by the Advertising Parties are no less favourable than the general terms available from other independent third parties.

Based on the 2023 Agency Agreement and the terms and conditions set out in the standard agency agreements of the Advertising Parties as amended from time to time, the amount of annual incentive rebates is to be verified by the parties within thirty days after all purchases of Marketing Resources having been settled at the end of each calendar year and settled within thirty days from the date of invoice.

2023 CLOUD COMPUTING SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) Alibaba Health (China) (for itself and on behalf of its Subsidiaries and affiliates)
- (2) Alibaba Cloud (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Cloud Computing Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the 2023 Cloud Computing Services Framework Agreement, Alibaba Cloud has agreed to provide to the Group various cloud computing services and other related services (i.e. the “**Cloud Computing Services**”), according to the needs of the Group.

Service fees, pricing terms and payment terms

The service fees for the Cloud Computing Services shall be calculated and settled in accordance with the standard terms and conditions as amended by Alibaba Cloud from time to time. For example, the fees for ECS, RDS, OSS, SLB, CDN, OCS, OTS, ODPS, Analytic DB, NAT and voice services shall be calculated based on the actual usage or bandwidth of those services and the relevant per unit Discounted Published Rates or fixed rate (as the case may be) for such services. Such fees will be deducted from Alibaba Health (China)’s account based on the actual usage on an hourly or daily basis. The fees for ECS, RDS, Analytic DB, EIP, EDAS, and NAS may be charged on a monthly or yearly basis according to the relevant per unit Discounted Published Rates for such services. The fees for ODPS shall be charged according to the relevant per unit Discounted Published Rates for such services, and if calculated with reference to amount of storage, shall be settled on an hourly basis, or if calculated with reference to computation and downloaded data, shall be settled after completion of each task. Other services including but not limited to video conferencing and SMS text messaging are charged based on a package price with the relevant per unit Discounted Published Rates.

The service fees were determined on arm’s length basis and Alibaba Cloud has undertaken to ensure that the pricing terms under the 2023 Cloud Computing Services Framework Agreement are no less favourable than the general terms available to other independent third parties.

2023 SOFTWARE SERVICES FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

- (1) The Company (for itself and on behalf of its Subsidiaries and associates)
- (2) Taobao Holding (for itself and on behalf of its Subsidiaries and associates)

Duration

The 2023 Software Services Framework Agreement shall have a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Services to be provided

Pursuant to the 2023 Software Services Framework Agreement, the Group shall provide Taobao Group with e-commerce platform maintenance related software services and ancillary support services (i.e. the “**Software Services**”) for merchants selling products and/or offering services under the Software Services Categories on the Tmall Platforms through channels and mini-programs operated by Taobao Group. The Software Services involve, among others, the merchants admission system, the product quality control system and the merchants operational and maintenance services system, which perform various functions including but not limited to tracking market trends and updating merchants on material policy updates, merchants business operation and management such as reviewing the product information and images displayed by merchants, reviewing the documents required for merchants’ admission, formulating and implementing quality control rules, customer services for merchants including providing helpline support and assisting merchants in optimizing search for their products, collating and analyzing consumer behaviour data, and other ancillary support services.

Service fees, pricing terms and payment terms

Taobao Group shall pay the Group service fees in accordance with the software service fee rate of the Software Service Categories as amended and published from time to time on the Tmall platforms or the underlying standard agreements as amended from time to time or otherwise agreed by the parties, which currently amount to 1% to 10% of the technical service fees paid by the merchants on the Tmall Platforms to Taobao Group and/or their respective affiliates in respect of the value of completed sales of products and/or services under the Software Services Categories generated on the Tmall Platforms. The service fees will be automatically deducted from the fees received from the relevant merchants after the relevant customer confirms the receipt of the products and/or services purchased under the Software Services Categories. The service fees were determined based on arm’s length negotiation with Taobao Group with reference to, among other things, the operating costs expected to be incurred by the Group in providing the Software Services, including staff costs and technical support expenses. The 2023 Software Services Framework Agreement is on normal commercial terms which are not more favourable to Taobao Group than those offered to independent third parties.

2023 SUPPLY AND PURCHASE FRAMEWORK AGREEMENT

Date

March 30, 2022

Parties

(1) The Company (for itself and on behalf of its Subsidiaries)

(2) Hangzhou Xinxuan (for itself and on behalf of its Subsidiaries and affiliates)

Duration

The 2023 Supply and Purchase Framework Agreement shall be for a term of one (1) year from April 1, 2022 to March 31, 2023, unless otherwise terminated in accordance with the terms thereunder.

Products and services to be provided

Pursuant to the 2023 Supply and Purchase Framework Agreement, the Company agreed to procure the Group to supply and/or purchase various products to or from Alibaba Group on the platforms or stores operated by Alibaba Group from time to time, and to provide and/or purchase other related services including daily maintenance, inventory control, pricing, promotional activities and packaging, in accordance with the standard agreements and terms as agreed by the parties from time to time, for a term which commenced on April 1, 2022 and will end on March 31, 2023.

Fees, pricing terms and payment terms

The supply and/or purchase price of the products and/or services shall be agreed before the placing of orders in accordance with the standard agreements entered into between the Group and Alibaba Group from time to time. Under the standard agreements and terms and conditions, the supplying party may also pay or collect from the purchasing party cash rebate and costs for transportation and insurance services provided by the supplying party based on the monthly amount of products supplied, or on other basis under the standard terms and conditions as agreed by the parties from time to time. The parties also agreed that the credit terms of the transactions contemplated under the 2023 Supply and Purchase Framework Agreement shall be determined in accordance with the standard agreements entered into between the Group and Alibaba Group from time to time.

The price of the products and/or services supplied to or purchased from Alibaba Group will be determined with reference to the standard pricing guidelines of the respective party that are applicable to all of such party's customers (including the Group or Alibaba Group and independent third parties). Such standard pricing guidelines provide the parameters and variance for determining the supply prices, which include any applicable discounts or premiums based on the size of orders, nature of distribution channels, coverage of localities or consumer segments. Each of the parties will regularly review and update its respective standard pricing guidelines with reference to the costs of the products and/or services, the wholesale prices offered by other suppliers and the retail prices of comparable products sold in comparable localities, as well as the strategic value of enhanced marketing or promotion through specific distribution channels or to consumers of specific segments or localities. The price of the products and/or services supplied to or purchased from Alibaba Group after deducting the fees for the provision of other related services, shall be settled by the Group or Alibaba Group in accordance

with the standard terms and conditions as agreed by the parties from time to time. As at the date of this announcement, it is generally settled within one to four months, depending on the stores or platforms operated by Alibaba Group.

Each of the parties has undertaken to ensure and procure that the price of products and/or services supplied to the other party shall not be higher than that offered to other independent third parties under the same terms during the same period of time (the “**Undertaking**”). These terms include the guarantee, quality, payment, use of products and other sales conditions, etc. Notwithstanding the Undertaking, the respective standard pricing guidelines also dictate that the price of products and/or services supplied to Alibaba Group will not be lower than the prices offered to independent third parties and the price of products and/or services purchased from Alibaba Group will not be higher than the prices offered by independent third parties, under the same terms during the same time period.

Alibaba Group has launched various distribution channels and platforms that target consumers of a broader spectrum of localities and segments, some of which have higher market penetration and/or strategic business value than those currently offered to the Group by its other distribution partners. By cooperating with and leveraging on such broader spectrum of distribution channels, platforms and consumer reach, as well as the product variety of Alibaba Group, the Group sees invaluable business opportunities and growth prospects for its healthcare and pharmaceutical e-commerce business to enter into new and sizable markets for the distribution and/or procurement of its products. Accordingly, the Board is of the view that the terms of the 2023 Supply and Purchase Framework Agreement, including the Undertaking, represent normal commercial terms and are in the interests of the Company and its shareholders as a whole.

HISTORICAL AMOUNTS AND BASIS FOR DETERMINING THE ANNUAL CAPS

The historical transaction amounts for the year ended March 31, 2021, the existing annual caps for the year ending March 31, 2022, the approximate unaudited transaction amounts for the eleven months ended February 28, 2022 based on the unaudited management accounts and the proposed annual caps for the year ending March 31, 2023 relating to each of the Renewed CCT Agreements are set out below:

	Approximate historical amounts for the year ended March 31, 2021 (RMB'000)	Existing annual caps for the year ending March 31, 2022 (RMB'000)	Approximate unaudited transaction amounts for the eleven months ended February 28, 2022 based on unaudited management accounts (RMB'000)	Proposed annual caps for the year ending March 31, 2023 (RMB'000)
2023 Logistics Services Framework Agreement	242,467	525,000	280,176	450,000
2023 Platform Services Framework Agreement	301,227	695,000	259,685	560,000
2023 Outsourced Services Framework Agreement	105,676	185,000	95,401	185,000
2023 Payment Services Framework Agreement	66,093	137,000	59,586	137,000
2023 Shared Services Agreement (in relation to Shared Services provided to the Group)	262,096	470,000	263,654	500,000
2023 Shared Services Agreement (in relation to the Shared Services provided to Alibaba Group)	N/A	N/A	N/A	50,000
2023 Agency Agreement	103	25,000	3,455	25,000
2023 Cloud Computing Services Framework Agreement	4,573	203,000	129,254	170,000
2023 Software Services Framework Agreement	34,248	73,000	53,033	96,000
2023 Supply and Purchase Framework Agreement (in relation to supply of products)	161	110,000	63,040	140,000
2023 Supply and Purchase Framework Agreement (in relation to purchase of products)	10,118	9,500	2,786	9,500

The proposed annual cap amount under the 2023 Logistics Services Framework Agreement was determined with reference to (i) the historical transaction amount incurred under the 2022 Logistics Services Framework Agreement; (ii) the expected sales of pharmaceutical and healthcare products for the financial year ending March 31, 2023; (iii) the pharmaceutical and healthcare products that the Group intends to feature on the stores and platforms operated by Alibaba Group; and (iv) the potential of the future development of online pharmaceutical and healthcare products sales business.

The proposed annual cap amount under the 2023 Platform Services Framework Agreement was determined with reference to (i) the historical transaction amount incurred under the 2022 Platform Services Framework Agreement; (ii) the expected sales of pharmaceutical and healthcare products and services for the financial year ending March 31, 2023; (iii) the pharmaceutical and healthcare products and services that the Group intends to feature on the AGH Platforms; and (iv) the potential of the future development of pharmaceutical and healthcare products and services business in the PRC.

The proposed annual cap amount under the 2023 Outsourced Services Framework Agreement was determined with reference to (i) the historical transaction amount of service fees received by the Group under the 2022 Outsourced Services Framework Agreement; (ii) the Company's projections for the Outsourced Services Categories for the year ending March 31, 2023 based on the expected growth of the corresponding business and the overall healthcare market in the PRC; and (iii) the Company's marketing plans in relation to enhancing the services that the Company seeks to provide continuously for the pharmaceutical and healthcare products and services e-commerce business of Tmall.

The proposed annual cap amount under the 2023 Payment Services Framework Agreement was determined with reference to (i) the historical transaction amount of the service fees paid by the Group under the 2022 Payment Services Framework Agreement; (ii) the amounts and types of products and services that the Group intends to sell online in the future; (iii) the expected growth of the Group's online sales, taking into account the potential for future development of the online healthcare products and services and the healthcare industry related services businesses; and (iv) the expected resulting increase in demand for the payment, settlement and other related services from the Group.

The proposed annual cap amount under the 2023 Shared Services Agreement in relation to the Shared Services provided to the Group by the relevant Alibaba Service Providers was determined with reference to (i) the expected growth of the Group's businesses and the resulting increase in demand for the shared services; (ii) the historical transaction amount of service fees paid by the Group for the shared services under the 2022 Shared Services Agreement; (iii) the prevailing market rates for comparable services offered by other service providers or the estimated costs that would be incurred by the Company in hiring personnel to provide the shared services internally (as applicable); and (iv) where

the fees are calculated based on prevailing rates charged by the relevant Alibaba Service Providers to independent third party users, the current prevailing rates for such shared services charged by the relevant Alibaba Service Providers.

The proposed annual cap amount under the 2023 Shared Services Agreement in relation to the Shared Services provided to Alibaba Group by the relevant Alibaba Health Service Providers was determined with reference to (i) the expected growth of Alibaba Holding's businesses and the resulting increase in demand for certain Shared Services; and (ii) the prevailing market rates for comparable services offered by other service providers in hiring personnel to provide the relevant Shared Services.

The proposed annual cap amount under the 2023 Agency Agreement was determined with reference to (i) the historical transaction amount received by Alibaba Health Group under the 2022 Agency Agreement; (ii) the expected increase in marketing efforts for the year ending March 31, 2023 by Alibaba Health Group and its contracted clients; and (iii) the expected increase in the number of contracted clients for the year ending March 31, 2023, and their estimated future demand for marketing services.

The proposed annual cap amount under the 2023 Cloud Computing Services Framework Agreement was determined with reference to (i) the historical transaction amount of the service fees paid by the Group under the 2022 Cloud Computing Services Framework Agreement; (ii) the expected business growth of the Group; (iii) the estimated future demand for the cloud computing and other related services; (iv) the fees and discounts agreed by the parties under the 2023 Cloud Computing Services Framework Agreement; and (v) the applicable rates of services currently published by Alibaba Cloud on its official website.

The proposed annual cap amount under the 2023 Software Services Framework Agreement was determined with reference to (i) the historical transaction amount of the service fees received by the Group under the 2022 Software Services Framework Agreement; (ii) the projected revenue of the Tmall Platforms for the sale of products and/or services under the Software Services Categories by merchants selling under channels and mini programs operated by Taobao Group; (iii) the Group's projection for the sale of products and/or services under the Software Services Categories for the year ending March 31, 2023 based on the expected growth of the corresponding business and the overall healthcare market in the PRC; and (iv) the Group's marketing plans for enhancing Software Services it seeks to provide to the merchants on the Tmall Platforms under the Software Services Categories.

The proposed annual cap amount in relation to supply of products under the 2023 Supply and Purchase Framework Agreement was determined with reference to (i) the historical transaction amount for the sales of products to Alibaba Group under the 2022 Supply and Purchase Framework Agreement; and (ii) the expected growth in the purchase of medical and healthcare products and related services by Alibaba Group from the Group, as a result of the Group's continuous investment in building the brand awareness and the enhancement of healthcare awareness of the public. Since the products supplied by the

Group to Alibaba Group also include ancillary products for marketing, business development and collaboration purposes, the demand of these products may vary, depending on the marketing plans and specific needs of the Group and Alibaba Group from time to time.

The proposed annual cap amount in relation to purchase of products under the 2023 Supply and Purchase Framework Agreement was determined with reference to (i) the historical transaction amount for the purchase of products under the 2022 Supply and Purchase Framework Agreement; and (ii) the expected volume of purchases of products from Alibaba Group.

The Directors (including the independent non-executive Directors) consider that each annual cap under the respective Renewed CCT Agreements is fair and reasonable and in the interests of the Group and the shareholders of the Company as a whole.

INTERNAL CONTROLS FOR THE GROUP'S CONTINUING CONNECTED TRANSACTIONS

As previously disclosed, the Company has adopted adequate internal control measures to comply with the Listing Rules requirements with respect to the supervision and monitoring of the annual caps of the transactions contemplated under the Renewed CCT Agreements. The finance department of the Company has been collecting and will continue to collect information on the actual transactions conducted with the relevant parties, and the corresponding fees incurred under each of the Renewed CCT Agreements, on a bi-weekly, weekly, monthly or quarterly basis (as the case may be), and has been updating such information to the legal department and the chief financial officer of the Company, to monitor these transaction amounts.

The Company will continue to closely monitor the implementation of the Renewed CCT Agreements and take prompt actions to make necessary disclosure in the event that any adjustment to an annual cap becomes foreseeable. The Company's external auditors will review the continuing connected transactions under each of the Renewed CCT Agreements annually to check and confirm (among others) whether the pricing terms have been adhered to and whether the relevant annual caps have been exceeded. The relevant counterparties to the Renewed CCT Agreements have agreed to allow the Company and its external auditors to access the information necessary to report on the continuing connected transactions contemplated under the respective Renewed CCT Agreements.

REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWED CCT AGREEMENTS

The Company's mission is to provide accessible and affordable medical and healthcare services to the public. The Group has continued to leverage its strengths in the big health field to consolidate its business foundation and at the same time focusing on establishing a forward-looking plan for the future.

2023 Logistics Services Framework Agreement

The Company has been selling pharmaceutical and healthcare products online and requires efficient and reliable logistics services to enable its products to be safely and promptly delivered to its customers. By capitalizing on the logistics data platform and global fulfilment network of Cainiao Group, efficient and reliable domestic and international one-stop-shop logistics services can be provided to our customers for fulfilling their different logistic needs. The Group's pharmaceutical direct sales business has been expanding quickly which leads to an increase in demand for logistics services. By entering into the 2023 Logistics Services Framework Agreement, the Group aims to meet such increasing demand by maintaining stable logistics services for enhancing customers' shopping experience.

2023 Platform Services Framework Agreement

The Company believes that by marketing and selling products or services on online sales platforms operated by the AGH Relevant Entities, it will be able to reach out to more customers and improve its understanding of their needs in order to facilitate product circulation along the pharmaceutical and healthcare products retail chain to offer quality products and services at competitive prices.

2023 Outsourced Services Framework Agreement

In respect of the 2023 Outsourced Services Framework Agreement, the Outsourced Services remain within the existing skill set of the Group as it has been developing its own pharmaceutical e-commerce, internet healthcare and intelligent medicine businesses. The service fees to be received under the 2023 Outsourced Services Framework Agreement will continue to be one of the steady growing sources of revenue for the Company. Together with the rapid growth of the Company's pharmaceutical direct sales business, and given the potential of such innovative new businesses of intelligent healthcare and health management services, the Outsourced Services provided under the 2023 Outsourced Services Framework Agreement serve as another revenue source of the Group.

2023 Payment Services Framework Agreement

The Company's mission is to build an online community where it will connect participants in the PRC healthcare market. As part of its business, the Company has been marketing and selling products or services online as an online merchant, including on its own websites and on other platforms including those of Alibaba Group and Ant Group. As part of such online business, the Group requires efficient and reliable payment services. Alipay China and Alipay Singapore are leading third-party digital payment solution providers in China and across the world, with large user base and strong technology capabilities. Factors such as security and reliability in online transaction are highly valued by the Group, and Alipay China and Alipay Singapore have demonstrated excellence in such areas in its operating history. By entering into the 2023 Payment Services Framework Agreement, the Group will be able to utilize the Payment Services to enable safe and prompt real-time payment for its online transactions.

2023 Shared Services Agreement

Since Alibaba Group's businesses comprise China commerce, International commerce, Local consumer services, Cainiao logistics services, Cloud services, Digital media and entertainment and Innovation initiatives and others, some of which are complementary to the Group's pharmaceutical e-commerce, intelligent medicine and product tracking platforms businesses, the 2023 Shared Services Agreement can help enhance utilization and economies of scale of Alibaba Group's operational support resources and, on the other hand, reduce the management and administrative costs of the Group in procuring similar services from a wide range of other providers. As the Group will also provide certain Shared Services to Alibaba Group, the Company believes that the 2023 Shared Services Agreement will allow the Company to better leverage on the mature infrastructure and coverage already built by Alibaba Group and promote better cooperation between Alibaba Group and the Company. In addition, the fees payable for the majority types of the Shared Services are determined based on prevailing market prices or on a cost-plus basis, in which any margin shall be decided annually by internationally recognized professional parties based on applicable tax laws and comparable transactional information. Furthermore, the Company will from time to time review the terms of the services contemplated under the 2023 Shared Services Agreement against the terms and services offered by third party providers and re-assess the commercial desirability of such arrangements.

2023 Agency Agreement

The Group works with various healthcare brands in its pharmaceutical e-commerce business and has identified a clear demand from healthcare brands for coordinated marketing and promotional consultancy services. Accordingly, the Group believes that by packaging its own marketing and promotional resources together with external resources, including but not limited to Alibaba Group's marketing and promotional resources, it will be able to better serve its customers. Accordingly, Alibaba Health (HK) has entered into the 2023 Agency Agreement with the Advertising Parties, which operate

well-established marketing platforms, to provide more diversified options to its customers together with the Group's marketing resources. At the same time, collecting incentive fees from Alibaba Group and other marketing and promotion services providers will provide additional income for the Group and will be beneficial to the long term development of the Group.

2023 Cloud Computing Services Framework Agreement

As a company whose vision is to “facilitate medicine through big data and use the Internet to change health to provide fair, affordable and accessible medical and healthcare services to 1 billion people”, the Group's businesses, in particular its product tracking platforms and its intelligent medicine and personal health management services, as well as medical and healthcare big data and artificial intelligence initiatives, leverage on strong calculation and data processing capability by using cloud computing technologies to process ever increasing quantities of big data that can concurrently support hundreds of thousands of users, with sound compatibility, accessibility and security. The Company believes that these businesses will continue to generate a significant amount of traffic and data and will require the maintenance of stable and sophisticated systems that can cater for real-time access to the Group's customers. Accordingly, the Group needs technology input on cloud computing and other data processing solutions for processing such big data and for maintaining its systems. Alibaba Cloud is the world's third leading, and Asia Pacific's leading Infrastructure as a Service, or IaaS, provider by revenue in 2020 in U.S. dollar. Alibaba Cloud is also China's leading provider of public cloud services by revenue in 2020, including Platform as a Service, or PaaS, and IaaS services. Factors such as security and reliability in the handling of healthcare data are also highly valued by the Group, and Alibaba Cloud has demonstrated excellence in such areas in its operating history. By entering into the 2023 Cloud Computing Services Framework Agreement, the Group believes that it will be able to utilize the Cloud Computing Services provided by Alibaba Cloud to ensure smooth operation of its systems and the stability of its various Internet healthcare solutions.

2023 Software Services Framework Agreement

The Group has been developing its own pharmaceutical e-commerce, internet healthcare and intelligent medicine businesses throughout the years and therefore, the Group is able to leverage on its expertise and capabilities on e-commerce platform maintenance related software and other ancillary support and services to provide efficient and reliable software solutions to merchants on the Tmall Platforms. The cooperation between the Group and Taobao Group under the 2023 Software Services Framework Agreement not only allows the Group to generate revenue and to better optimize its resources as Alibaba Group's healthcare flagship platform, but also provides marketing opportunities for the Group to expand its product portfolio and broaden its customer base. This enables the Group to capture further market share in view of the rapid growth of the Company's pharmaceutical direct sales business.

2023 Supply and Purchase Framework Agreement

The Group has been marketing and selling products on various platforms and through various distribution channels, as well as sourcing products from a wide range of suppliers. The Company believes that by entering into the 2023 Supply and Purchase Framework Agreement, the Group will be able to procure products from, and market and sell products on or through platforms, stores and distribution channels operated by Alibaba Group, which will enable it to expand its product portfolio, broaden its customer base and source of procurement and generate a higher sales volume.

In light of the above, the Directors (including the independent non-executive Directors) consider that the transactions under each of the Renewed CCT Agreements will be conducted in the ordinary and usual course of business of the Group, and that the terms of each of the Renewed CCT Agreements have been negotiated on arm's length basis, on normal commercial terms, and are fair and reasonable and in the interests of the Group and the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

Perfect Advance is a substantial shareholder and a connected person of the Company. Alibaba Holding is the ultimate shareholder of Perfect Advance and accordingly a connected person of the Company. As Alibaba Holding directly or indirectly Controls or is the ultimate shareholder of each of the members of the AGH Relevant Entities, Alibaba Group, Taobao Holding, Alibaba Cloud, Hangzhou Xinxuan and the Advertising Parties, each relevant member is a connected person of the Company. Further, as Ant is indirectly held by Alibaba Holding as to 33% of its equity interest and both Alipay China and Alipay Singapore are wholly-owned Subsidiaries of Ant, each of Ant, Alipay China and Alipay Singapore is an associate of Perfect Advance and thus a connected person of the Company. Moreover, as Hangzhou Cainiao is an indirect non-wholly-owned Subsidiary of Alibaba Holding, each of the members of Cainiao Group is also a connected person of the Company. The transactions contemplated under each of the Renewed CCT Agreements therefore constitute continuing connected transactions of the Company in accordance with the Listing Rules.

As each of the applicable percentage ratios calculated with reference to the respective annual cap(s) under each of the Renewed CCT Agreements is less than 5%, the transactions contemplated under each of the Renewed CCT Agreements are subject to reporting, annual review, and announcement requirements, but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

The Renewed CCT Agreements were approved by the Board. As Mr. ZHU Shunyan and Mr. LI Faguang hold senior positions in Alibaba Holding or its Subsidiaries, each of these Directors is deemed or may be perceived to have a material interest in the transactions. Accordingly, they abstained from voting on the resolutions passed by the Board to approve the Renewed CCT Agreements, the transactions contemplated thereunder and the annual caps related thereto. Other than the aforesaid Directors, no

other Directors have a material interest in the Renewed CCT Agreements and the transactions contemplated thereunder or are required to abstain from voting on the resolutions of the Board approving the same.

INFORMATION ABOUT THE PARTIES

The Company and other members of the Group

The Company was incorporated in Bermuda and the Shares are listed on the Main Board of the Stock Exchange. The Company is an investment holding company and the Group is committed to providing Internet technology, service tools and platforms to industry partners, aiming to realize our mission of “promoting healthy living of 120 years for everyone” by providing accessible and affordable medical and healthcare services to the public. The Group is primarily engaged in pharmaceutical direct sales business, pharmaceutical e-commerce platform business, medical and healthcare and digital services business.

Alibaba Health (HK) is a limited liability company incorporated in Hong Kong. It is an indirect wholly-owned Subsidiary of the Company that primarily engages in computing technology development, technology consultancy and services, and marketing and business development for the Group’s business operations.

Alibaba Health (China) is a company established in the PRC with limited liability. It is an indirect wholly-owned Subsidiary of the Company that primarily engages in computing technology development, technology consultancy and services, and marketing and business development for the Group’s business operations.

Alibaba Holding and Alibaba Group

Alibaba Holding is a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988). Alibaba Group’s mission is to make it easy to do business anywhere. Alibaba Group aims to build the future infrastructure of commerce and envisions that its customers will meet, work and live at Alibaba, and that it will be a good company that lasts for 102 years. Alibaba Group’s businesses are comprised of China commerce, International commerce, Local consumer services, Cainiao logistics services, Cloud services, Digital media and entertainment and Innovation initiatives and others.

Alibaba Cloud

Alibaba Cloud is a company established in the PRC with limited liability and a consolidated entity of Alibaba Holding. It offers a complete suite of cloud services to customers worldwide, including elastic computing, database, storage, network

virtualization services, large-scale computing, security, management and application services, big data analytics, a machine learning platform and IoT services. Alibaba Cloud also operates data centers in multiple countries around the world.

Alimama

Alimama is a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding. It operates Alibaba Group's marketing technology platform by using data technology. Alimama's platform matches the marketing demands of merchants, brands and retailers with the media resources on Alibaba Group's own platforms and third-party properties.

Hangzhou Cainiao

Hangzhou Cainiao is established in the PRC with limited liability and is an indirect non-wholly-owned Subsidiary of Alibaba Holding. It is primarily involved in the operation of Cainiao Network, a logistics data platform and global fulfillment network that primarily leverages the capacity and capabilities of logistics partners. Cainiao Network offers domestic and international one-stop-shop logistics services and supply chain management solutions, fulfilling various logistics needs of merchants and consumers at scale, serving digital economy of Alibaba Group and beyond.

Hangzhou Xinxuan

Hangzhou Xinxuan, being a company established in the PRC with limited liability, is an indirect wholly-owned Subsidiary of Alibaba Holding and is a self-operated household lifestyle brand under Alibaba Group that is principally engaged in the sale of household goods and other products.

Ant Group, Alipay China and Alipay Singapore

Ant is a company incorporated in the PRC dedicated to using technology to bring the world equal opportunities. Ant, together with its ecosystem partners, is engaged in businesses that bring comprehensive digital payment and digital financial services for consumers and small and micro businesses in China and across the world.

As at the date of this announcement, Hangzhou Junhan and Hangzhou Junao hold more than 50% of Ant's total issued shares. Hangzhou Yunbo is the executive partner and general partner of, and controls, Hangzhou Junhan and Hangzhou Junao. Mr. Jack MA holds 34% equity interest in Hangzhou Yunbo and each of Mr. Eric JING, Mr. Simon HU and Ms. Fang JIANG holds a 22% equity interest in Hangzhou Yunbo. Pursuant to a concert party agreement entered into between them and the articles of association of Hangzhou Yunbo, Mr. Jack MA has ultimate control over Ant.

Alipay China, a limited liability company established in the PRC and a wholly-owned Subsidiary of Ant, is principally engaged in providing payment processing services. Alipay China is one of the leading players in the online and offline payment markets in China.

Alipay Singapore, being a company incorporated in Singapore and a wholly-owned Subsidiary of Ant, is principally engaged in providing payment processing related services.

Taobao Holding

Taobao Holding is a limited liability company incorporated in the Cayman Islands and a direct wholly-owned Subsidiary of Alibaba Holding. Taobao Holding is the indirect holding company of certain PRC subsidiaries of Alibaba Holding relating to Taobao Marketplace and Tmall.

DEFINITIONS

“2022 Agency Agreement”	the agreement dated March 30, 2021 entered into between Alibaba Health (HK) and Alimama
“2022 Cloud Computing Services Framework Agreement”	the agreement dated March 30, 2021 entered into between Alibaba Health (China) and Alibaba Cloud
“2022 Logistics Services Framework Agreement”	the agreement dated February 5, 2021 entered into between the Company and Hangzhou Cainiao
“2022 Outsourced Services Framework Agreement”	the agreement dated March 30, 2021 entered into between Alibaba Health (Hainan) and Taobao Holding
“2022 Payment Services Framework Agreement”	the agreement dated March 30, 2021 entered into between the Company and Alipay China
“2022 Platform Services Framework Agreement”	the agreement dated February 5, 2021 entered into between the Company and Alibaba Holding
“2022 Shared Services Agreement”	the agreement dated March 30, 2021 entered into between the Company and Alibaba Holding

“2022 Software Services Framework Agreement”	the agreement dated March 30, 2021 entered into between the Company and Taobao Holding
“2022 Supply and Purchase Framework Agreement”	the agreement dated March 26, 2021 entered into between the Company and Hangzhou Xinxuan
“2023 Agency Agreement”	the agreement dated March 30, 2022 entered into between Alibaba Health (HK) and Alimama
“2023 Cloud Computing Services Framework Agreement”	the agreement dated March 30, 2022 entered into between Alibaba Health (China) and Alibaba Cloud
“2023 Logistics Services Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company and Hangzhou Cainiao
“2023 Outsourced Services Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company and Taobao Holding
“2023 Payment Services Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company, Alipay China and Alipay Singapore
“2023 Platform Services Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company and Alibaba Holding
“2023 Shared Services Agreement”	the agreement dated March 30, 2022 entered into between the Company and Alibaba Holding
“2023 Software Services Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company and Taobao Holding
“2023 Supply and Purchase Framework Agreement”	the agreement dated March 30, 2022 entered into between the Company and Hangzhou Xinxuan

“Acquisition”	the sale and purchase of the entire issued share capital of Ali JK ZNS Limited pursuant to the Share Purchase Agreement
“Advertising Parties”	Alimama, its Subsidiaries and its affiliates
“AGH Platforms”	the platforms operated by the AGH Relevant Entities from time to time, including but not limited to Taobao Marketplace, Tmall, Tmall Global, Kaola, Lazada, LinkedMall, DingTalk, Ele.me and AliExpress
“AGH Relevant Entities”	Alibaba Holding and its Subsidiaries and affiliates, including but not limited to Alibaba Technology, Hangzhou Alibaba Advertising, Alibaba Software, Taobao Network, Taobao Software, Ecart Malaysia, Lazada Singapore, Lazada Ltd., Lazada Philippines, Ecart Indonesia, Recess, Kobron, Taobao China, Alibaba Singapore, Alibaba Communication Technology, DingTalk Technology, DingTalk China, Tmall Technology and Tmall Network and their Subsidiaries, collectively
“Alibaba Cloud”	Alibaba Cloud Computing Ltd.* (阿里雲計算有限公司), a company established in the PRC and a consolidated entity of Alibaba Holding
“Alibaba Communication Technology”	Zhejiang Alibaba Communication Technology Co., Ltd.* (浙江阿里巴巴通信技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“Alibaba Group”	the group of companies comprising Alibaba Holding and its Subsidiaries, for the purpose of this announcement, excluding the Group
“Alibaba Group Platforms”	the online platforms for brands and retailers operated by Alibaba Group
“Alibaba Health (China)”	Alibaba Health Technology (China) Co., Ltd* (阿里健康科技(中國)有限公司), formerly known as Alibaba Health Technology (Beijing) Co., Ltd.* (阿里健康科技(北京)有限公司), a limited liability company established in the PRC and an indirect wholly-owned Subsidiary of the Company
“Alibaba Health (Hainan)”	Alibaba Health Technology (Hainan) Co., Ltd.* (阿里健康科技(海南)有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of the Company

“Alibaba Health (HK)”	Alibaba Health (Hong Kong) Technology Company Limited (阿里健康(香港)科技有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned Subsidiary of the Company
“Alibaba Health Group”	Alibaba Health (HK) and its Subsidiaries
“Alibaba Health Service Providers”	the parties to provide the Shared Services under the 2023 Shared Services Agreement, which include the Company, person Controlled by it and persons under common Control of the Company, and any other persons designated by the Company
“Alibaba Holding”	Alibaba Group Holding Limited (阿里巴巴集團控股有限公司), a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock Symbol: BABA), and its ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 9988) and the ultimate controlling shareholder of the Company
“Alibaba Service Providers”	the parties to provide the Shared Services under the 2023 Shared Services Agreement, which include Alibaba Holding, persons Controlled by it and persons under the common Control of Alibaba Holding, and any other persons designated by Alibaba Holding
“Alibaba Singapore”	Alibaba.com Singapore E-Commerce Private Limited, a company incorporated in Singapore and an indirect wholly-owned Subsidiary of Alibaba Holding
“Alibaba Software”	Alibaba (China) Software Co., Ltd.* (阿里巴巴(中國)軟件有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“Alibaba Technology”	Alibaba (China) Technology Co., Ltd.* (阿里巴巴(中國)網絡技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“AliExpress”	a global marketplace targeting consumers from around the world and enabling them to buy directly from manufacturers and distributors in China and around the world

“Alimama”	Hangzhou Alimama Software Services Co., Ltd.* (杭州阿里媽媽軟件服務有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“Alipay China”	Alipay.com Co., Ltd.* (支付寶(中國)網絡技術有限公司), a company established in the PRC with limited liability and a wholly-owned Subsidiary of Ant
“Alipay Singapore”	Alipay Singapore E-Commerce Private Limited, a company incorporated in Singapore and a wholly-owned Subsidiary of Ant
“Analytic DB”	massive data real time online analytical processing service
“Ant”	Ant Group Co., Ltd. (螞蟻科技集團股份有限公司) (formerly known as 浙江螞蟻小微金融服務集團股份有限公司 (Ant Small and Micro Financial Services Group Co., Ltd.*)), a joint stock company incorporated in the PRC with limited liability and an associate of Alibaba Holding
“Ant Group”	the group of companies comprising Ant and its Subsidiaries
“associate(s)”	has the meaning given to it under the Listing Rules
“Board”	the board of directors of the Company
“Cainiao Group”	Hangzhou Cainiao and its Subsidiaries and affiliates
“CDN”	content delivery network
“Cloud Computing Services”	the services to be provided by Alibaba Cloud to Alibaba Health (China) under the 2023 Cloud Computing Services Framework Agreement, further details of which are set out in the paragraph headed “2023 Cloud Computing Services Framework Agreement — Services to be provided” in this announcement
“Company”	Alibaba Health Information Technology Limited (阿里健康信息技術有限公司), a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00241)
“connected person(s)”	has the meaning given to it under the Listing Rules

“Control”	the power or authority, whether exercised or not, to direct the business, management and policies of a person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, which power or authority shall conclusively be presumed to exist upon possession of beneficial ownership or power to direct the vote of more than fifty per cent (50%) of the votes entitled to be cast at a meeting of the members or shareholders of such person or power to control the composition of a majority of the board of directors (or similar governing body) of such person and the terms “Controls” and “Controlled” shall be construed accordingly
“controlling shareholder”	has the meaning given to it under the Listing Rules
“DingTalk”	a digital collaboration workplace that offers new ways of working, sharing and collaborating for modern enterprises and organizations. It enables secure and reliable communication in multiple formats, workflow management and network collaboration among team members and enterprises, all in a single interface
“DingTalk China”	DingTalk (China) Information Technology Co., Ltd.* (釘釘(中國)信息技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“DingTalk Technology”	DingTalk Technology Co., Ltd.* (釘釘科技有限公司), a company established in the PRC with limited liability and ultimately Controlled by Alibaba Holding
“Director(s)”	member(s) of the Board
“Discounted Published Rates”	with respect to each of the services provided by Alibaba Cloud, the fees for such services calculated by applying a discount ranging from 0%–70% (as the case may be) to the relevant service rate published by Alibaba Cloud on its official website from time to time
“Ecart Indonesia”	PT. Ecart Webportal Indonesia, a company incorporated in Indonesia and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“Ecart Malaysia”	Ecart Services Malaysia Sdn. Bhd., a company incorporated in Malaysia with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding

“ECS”	elastic computing service
“EDAS”	enterprise distributed application service
“EIP”	elastic internet protocol address
“Ele.me”	a leading on-demand delivery and local services platform in China
“Existing CCT Agreements”	the 2022 Logistics Services Framework Agreement, the 2022 Platform Services Framework Agreement, the 2022 Outsourced Services Framework Agreement, the 2022 Payment Services Framework Agreement, the 2022 Shared Services Agreement, the 2022 Agency Agreement, the 2022 Cloud Computing Services Framework Agreement, the 2022 Software Services Framework Agreement and the 2022 Supply and Purchase Framework Agreement
“Group”	the Company and its Subsidiaries from time to time
“Hangzhou Alibaba Advertising”	Hangzhou Alibaba Advertising Co., Ltd.* (杭州阿里巴巴廣告有限公司), a company established in the PRC with limited liability and ultimately Controlled by Alibaba Holding
“Hangzhou Cainiao”	Hangzhou Cainiao Supply Chain Management Co., Ltd* (杭州菜鳥供應鏈管理有限公司), a company established in the PRC with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“Hangzhou Junao”	Hangzhou Junao Equity Investment Partnership (Limited Partnership)* (杭州君澳股權投資合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC
“Hangzhou Junhan”	Hangzhou Junhan Equity Investment Partnership (Limited Partnership)* (杭州君瀚股權投資合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC
“Hangzhou Xinxuan”	Hangzhou Xinxuan E-Commerce Co., Ltd* (杭州心選電子商務有限公司), a limited liability company established under the laws of the PRC and an indirect-wholly-owned Subsidiary of Alibaba Holding

“Hangzhou Yunbo”	Hangzhou Yunbo Investment Consulting Co., Ltd.* (杭州雲鉞投資諮詢有限公司), a company established under the laws of the PRC with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Kaola”	an import e-commerce platform in China
“Kobron”	Kobron Hong Kong Development Limited, a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“Lazada”	a leading e-commerce platform in Southeast Asia for SMEs, regional and global brands
“Lazada Ltd.”	Lazada Ltd., a company established in Thailand with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“Lazada Philippines”	Lazada E-Services Philippines, Inc., a company incorporated in the Philippines and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“Lazada Singapore”	Lazada Singapore Pte. Ltd., a company established in Singapore with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding
“LinkedMall”	a platform providing service solutions such as commodity selection, payment transaction, interest exchange, commission settlement and technical support for enterprises, with its customers covering many industries such as banks, aviation, hotels and operators
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Logistics Services”	the services to be provided by Cainiao Group to the Group under the 2023 Logistics Services Framework Agreement
“Marketing Resources”	the marketing resources provided by the Advertising Parties on various platforms in accordance with their standard terms and conditions as amended from time to time
“NAS”	network attached storage documentation services

“NAT”	network address translation gateway
“OCS”	open cache service
“ODPS”	open data processing service
“OSS”	open storage service
“OTS”	open table service
“Outsourced Services”	the services to be provided by the Company to Taobao Group under the 2023 Outsourced Services Framework Agreement, further details of which are set out in the paragraph headed “2023 Outsourced Services Framework Agreement — Services to be provided” in this announcement
“Outsourced Services Categories”	certain product categories or services offered on Tmall from time to time, including refined Chinese medicines, traditional nutritional products, common dietary nutritional food and specific purpose beverage under food supplements and dietary nutritional supplements as at the date of this announcement
“Payment Services”	the services to be provided by Alipay China and Alipay Singapore to the Group under the 2023 Payment Services Framework Agreement, further details of which are set out in the paragraph headed “2023 Payment Services Framework Agreement — Services to be provided, service fees, pricing terms and payment terms” in this announcement
“Perfect Advance”	Perfect Advance Holding Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned Subsidiary of Alibaba Holding
“Platform Services”	the services to be provided by the AGH Relevant Entities to the Group under the 2023 Platform Services Framework Agreement
“PRC” or “China”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RDS”	relational database service
“Recess”	Recess Company Limited, a company incorporated in Vietnam with limited liability and an indirect non-wholly-owned Subsidiary of Alibaba Holding

“Renewed CCT Agreements”	the 2023 Logistics Services Framework Agreement, the 2023 Platform Services Framework Agreement, the 2023 Outsourced Services Framework Agreement, the 2023 Payment Services Framework Agreement, the 2023 Shared Services Agreement, the 2023 Agency Agreement, the 2023 Cloud Computing Services Framework Agreement, the 2023 Software Services Framework Agreement and the 2023 Supply and Purchase Framework Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the issued capital of the Company with a nominal value of HK\$0.01 each
“Share Purchase Agreement”	the share purchase agreement dated February 6, 2020 entered into between the Company and Ali JK Nutritional Products Holding Limited
“Shared Services”	the services to be provided by the relevant Alibaba Service Providers to the Group, or by the relevant Alibaba Health Service Providers to Alibaba Group, under the 2023 Shared Services Agreement, further details of which are set out in the paragraph headed “2023 Shared Services Agreement — Services to be provided, service fees, pricing terms and payment terms” in this announcement
“Shareholder(s)”	holder(s) of the Share(s)
“SLB”	server load balancer
“Software Services”	the services to be provided by the Group to Taobao Group under the 2023 Software Services Framework Agreement, further details of which are set out in the paragraph headed “2023 Software Services Framework Agreement — Services to be provided” in this announcement

“Software Services Categories”	the categories of products and services acquired and operated by the Group on the Tmall Platforms since the completion of the Acquisition, which, as at the date of this announcement, pharmaceutical products (including prescription drugs, over-the-counter drugs and international drugs), health food, food for special medical purpose, medical devices, healthcare products, contact lenses/contact lens solution, family planning products, adult products/sexual health products, medical and health services, physical examination/medical insurance card services and vaccine services (regardless of whether they are under the Tmall business category of “Service Categories” (“服務大類”) on Tmall)
“Special Offer Platform”	a special marketing channel of the Tmall Entities which provides the Tmall Merchants with Internet information services and related software and technical support
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary/(ies)”	includes, in relation to any person: (i) any company or business entity of which that person owns or Controls (either directly or through one or more other subsidiaries) such company or business entity; and (ii) any company or business entity which at any time has its accounts consolidated with those of that person or which, under Hong Kong law or any other applicable law, regulations or the Hong Kong Financial Reporting Standards or such other generally accepted accounting principles or standards as may be applicable to that person from time to time, should have its accounts consolidated with those of that person
“substantial shareholder(s)”	has the meaning given to it under the Listing Rules
“Taobao China”	Taobao China Holding Limited, a limited liability company incorporated in Hong Kong and an indirect wholly-owned Subsidiary of Alibaba Holding
“Taobao Group”	Taobao Holding and its Subsidiaries
“Taobao Holding”	Taobao Holding Limited, a limited liability company incorporated in the Cayman Islands and a direct wholly-owned Subsidiary of Alibaba Holding

“Taobao Marketplace”	China’s leading mobile commerce destination known as Taobao (淘寶) operated by Alibaba Holding’s affiliates with a large and growing social community
“Taobao Network”	Zhejiang Taobao Network Co., Ltd.* (浙江淘寶網絡有限公司), a company established in the PRC with limited liability and ultimately Controlled by Alibaba Holding
“Taobao Software”	Taobao (China) Software Co., Ltd.* (淘寶(中國)軟件有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding
“Tmall”	Tmall.com, the third-party online and mobile commerce platform for brands and retailers known as Tmall (天貓) operated by Alibaba Holding’s affiliates and for the purpose of the 2023 Outsourced Services Framework Agreement, including Tmall Supermarket and Special Offer Platform but excluding Tmall Global
“Tmall Entities”	Tmall Technology, Tmall Network and/or their applicable affiliates (as the case may be), collectively
“Tmall Global”	the third-party import e-commerce platform known as Tmall Global (天貓國際) operated by Alibaba Holding’s affiliates which serves as the premier platform through which overseas brands and retailers reach Chinese consumers
“Tmall Merchants”	the legal entities conducting sale of products or provision of services on Tmall and Tmall Global
“Tmall Network”	Zhejiang Tmall Network Co., Ltd* (浙江天貓網絡有限公司), a company established in the PRC with limited liability and a consolidated entity of Alibaba Holding
“Tmall Platforms”	Tmall and Tmall Global
“Tmall Supermarket”	chaoshi.tmall.com, the store on Tmall known as Tmall Supermarket (天貓超市) which utilizes both marketplace and retail model to offer consumers a broad range of high-quality daily necessities

“Tmall Technology” Zhejiang Tmall Technology Co., Ltd* (浙江天貓技術有限公司), a company established in the PRC with limited liability and an indirect wholly-owned Subsidiary of Alibaba Holding

“%” per cent

* *English name for identification purposes only.*

For and on behalf of the Board
Alibaba Health Information Technology Limited
ZHU Shunyan
Chairman and Chief Executive Officer

Hong Kong, March 30, 2022

As at the date of this announcement, the Board comprises seven Directors, of whom (i) three are executive Directors, namely Mr. ZHU Shunyan, Mr. SHEN Difan and Mr. TU Yanwu; (ii) one is a non-executive Director, namely Mr. Li Faguang; and (iii) three are independent non-executive Directors, namely Mr. LUO Tong, Mr. WONG King On, Samuel and Ms. HUANG Yi Fei (Vanessa).