

**GRAND COURT OF THE CAYMAN ISLANDS****FINANCIAL SERVICES DIVISION****CAUSE NO: FSD      OF 2022 (    )****IN THE MATTER OF THE COMPANIES ACT (2022 REVISION)****AND IN THE MATTER OF NEW FRONTIER HEALTH CORPORATION**

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**PETITION**

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**TO: The Grand Court of the Cayman Islands**

**THE HUMBLE PETITION** of Alpine Partners (BVI), L.P., c/- Collas Crill, Floor 2, Willow House, Cricket Square, George Town, Grand Cayman (the **Petitioner**) shows that:-

1. New Frontier Health Corporation (the **Company**) is and was at all material times incorporated as an exempted limited company under the laws of the Cayman Islands.
2. The Company is the operator of United Family Healthcare, a leading private healthcare provider offering comprehensive premium healthcare services in The People's Republic of China through a network of private hospitals and affiliated ambulatory clinics.

This **Petition** is filed by Collas Crill, attorneys-at law for the Petitioner, whose address for service is c/- Collas Crill, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman, KY1-1107.

3. At all material times prior to the merger described below (the **Merger**), the Company's shares were listed on the New York Stock Exchange under the symbol "NFH".
4. The Petitioner brings this Petition pursuant to section 238(9) of the Companies Act (2022 Revision) in connection with the Merger and seeks this Honourable Court's determination of the fair value of its former shares in the Company, together with the fair rate of interest, if any, on the amount payable by the Company to the Petitioner.
5. On 4 August 2021, the Company entered into an agreement and plan of merger (the **Merger Agreement**) with Unicorn II Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands (**HoldCo**), Unicorn II Parent Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of HoldCo (**Parent**), and Unicorn II Merger Sub Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Parent (**Merger Sub**).
6. The consideration for the Merger was US\$12 per share (**Merger Consideration**).
7. On 7 January 2022, at 10:00 a.m. Beijing time (6 January 2022 at 9:00 p.m. Cayman Islands time), the Merger Agreement was approved by a special resolution passed at an Extraordinary General Meeting of the Company (**EGM**).
8. On 26 January 2022, the Merger completed and became effective, with the result that, pursuant to the Merger Agreement, Merger Sub merged with and

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into the Company, with the Company continuing as the surviving company and a wholly-owned subsidiary of Parent.

9. On 5 January 2022, the Petitioner served on the Company its written objection to the Merger in accordance with section 238(2) of the Companies Act.
10. On 27 January 2022, the Company sent to the Petitioner a notice of authorisation of the Merger, notifying the Petitioner that the Merger was approved at the EGM in accordance with section 238(4) of the Companies Act.
11. On 2 February 2022, the Petitioner notified the Company of its dissent to the Merger in accordance with section 238(5) of the Companies Act. The Petitioner dissents in respect of 5,364,546 ordinary shares in the Company.
12. On 23 February 2022, the Company made a fair value offer to the Petitioner pursuant to section 238(8) of the Companies Act. The fair value offer was equivalent to the Merger Consideration.
13. The Company and the Petitioner did not agree upon the price to be paid to the Petitioner for its shares.

**THE PETITIONER THEREFORE HUMBLY PRAYS THAT:**

- (1) This Honourable Court determines the fair value of the Petitioner's former shares in the Company together with a fair rate of interest on the amount payable by the Company to the Petitioner.
- (2) The Petitioner's costs of and occasioned by the Petition be paid by the Company.

This **Petition** is filed by Collas Crill, attorneys-at law for the Petitioner, whose address for service is c/- Collas Crill, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman, KY1-1107.

- (3) This Honourable Court make such further order or grant such further relief as it deems appropriate.

AND your Petitioner will ever pray etc.

Dated this 28th day of March 2022

Filed this 28th day of March 2022

Collas Crill

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Collas Crill  
Attorneys-at-law for the Petitioner

**Note:** This petition is intended to be served on the Company.

This **Petition** is filed by Collas Crill, attorneys-at law for the Petitioner, whose address for service is c/- Collas Crill, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman, KY1-1107.