
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Resources Medical Holdings Company Limited (華潤醫療控股有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Resources Medical Holdings Company Limited
華潤醫療控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1515)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Resources Medical Holdings Company Limited (華潤醫療控股有限公司) to be held at 14/F, Kunlun Center Office Building, No. 9, Fuyi Street, Fengtai District, Beijing, the People's Republic of China on Wednesday, June 5, 2024 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crmedical.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 10:00 a.m. Monday, June 3, 2024 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the annual general meeting should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

April 26, 2024

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
1. Introduction	4
2. Proposed Re-election of Retiring Directors	5
3. Proposed Granting of General Mandate to Repurchase Shares	6
4. Proposed Granting of General Mandate to Issue New Shares	6
5. Proposed Payment of Final Dividend	7
6. Annual General Meeting and Proxy Arrangement	8
7. Recommendation	8
8. Responsibility Statement	9
Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	10
Appendix II – Explanatory Statement on the Repurchase Mandate	18
Notice of Annual General Meeting	21

DEFINITIONS

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

“2023 Final Dividend”	The proposed final dividend of RMB0.06 per Share for financial year 2023 subject to the approval by Shareholders at the annual general meeting to be held on June 5, 2024
“Annual General Meeting”	the annual general meeting of the Company to be held at 14/F, Kunlun Center Office Building, No. 9, Fuyi Street, Fengtai District, Beijing, the People’s Republic of China on Wednesday, June 5, 2024 at 10: 00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	China Resources Medical Holdings Company Limited (華潤醫療控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividend Currency Election Form”	the form that a Shareholder must complete and return to the Company’s branch share registrar in Hong Kong in the manner set out in this circular in order to elect to receive all (but not part) of the final dividend for the year ended December 31, 2023 in RMB

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 4 of the Letter from the Board on page 6 of this circular
“Latest Practicable Date”	April 19, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board on page 6 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

“%”

per cent

LETTER FROM THE BOARD



China Resources Medical Holdings Company Limited 華潤醫療控股有限公司 (Incorporated in the Cayman Islands with limited liability) (Stock Code: 1515)

Executive Directors:

Mr. SONG Qing (*Chairman of the Board*)
Mr. YU Hai (*Chief Executive Officer*)
Mr. SHAN Baojie (*Deputy President*)
Ms. YANG Min (*Chief Financial Officer*)

Non-executive Director:

Ms. GE Lu

Independent Non-executive Directors:

Mr. WU Ting Yuk Anthony
Mr. KWONG Kwok Kong
Mr. FU Tingmei
Mr. ZHOU Peng

Registered Office:

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarters and Principal Place
of Business in the PRC:*

14/F, Kunlun Center Office Building
No. 9, Fuyi Street
Fengtai District, Beijing
the People's Republic of China

*Principal Place of Business
in Hong Kong:*

Room 2603,
26/F, China Resources Building,
26 Harbour Road, Wanchai
Hong Kong

April 26, 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE NEW SHARES
AND
PROPOSED PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 87(1) and 87(2) of the Articles of Associations, Mr. YU Hai, Mr. SHAN Baojie, Ms. YANG Min, Ms. GE Lu, Mr. KWONG Kwok Kong and Mr. ZHOU Peng (the “**Retiring Directors**”) shall retire by rotation at the Annual General Meeting. All of the above Retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Nomination procedures for Directors and Recommendations of the Nomination Committee

The Nomination Committee shall recommend to the Board on the appointment of Directors (including independent non-executive Directors) having regard to (i) the proposed candidates’ qualification, background and experience; (ii) independence of candidates for independent non-executive Directors, which is assessed with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board; and (iii) the diversity of the Board in all aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and work experience.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors based on the independent criteria as set out in Rule 3.13 of the Listing Rules, and confirmed that all of them are independent. In addition, the Nomination Committee has assessed and are satisfied with the performance of each of the Retiring Directors for the year ended December 31, 2023.

Notwithstanding that Mr. KWONG Kwok Kong (“**Mr. KWONG**”) has served as an independent non-executive Director for over nine years, he does not participate in the day-to-day management of the Company. The Company pays director’s fee of fixed amount to Mr. KWONG, and does not grant him any equity based remuneration (such as share options or grants) with performance-related elements. The Nomination Committee and the Board are satisfied that, as well proven by the independent, impartial and ethical judgment and advice given by Mr. KWONG over the years, he has the required integrity, independence and experience and bring views and contribute to the Board in the interest so fall Shareholders to fulfil his role as an independent non-executive Director.

In particular, the Nomination Committee is also of the view that the Directors who are proposed to be subject to re-election at the Annual General Meeting would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix I to this circular. Based on the Board diversity policy adopted by the Company, the Nomination Committee considers that each of the Directors who will be subject to re-election (i.e. the Retiring Directors) can contribute to the diversity of the Board, in particular, with their strong and diversified educational background and professional experience in their expertise. Therefore, in response to the recommendation of the Nomination Committee, the Board recommended all Retiring Directors to be re-elected as Directors at the Annual General Meeting. As a good corporate governance practice, each of the abovementioned Retiring Directors has abstained from voting at the relevant Board meeting on the resolution to recommend each of their re-election by the Shareholders at the Annual General Meeting.

Details of the Retiring Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 1, 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 129,667,651 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Repurchase Mandate**”). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on June 1, 2023, a general mandate was granted to the Directors to issue new Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue new Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of new general mandate to the Directors to allot, issue or otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution (i.e. a total of 259,335,303 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Issuance Mandate**”). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

LETTER FROM THE BOARD

5. PROPOSED PAYMENT OF FINAL DIVIDEND

At the Board meeting held on March 19, 2024, the Directors recommended a final dividend of RMB0.06 per Share for the year ended December 31, 2023 (“**2023 Final Dividend**”) (final dividend for the financial year ended December 31, 2022: HK\$3.7 cents per Share). Subject to the approval by the Shareholders at the Annual General Meeting, the 2023 Final Dividend will be paid on Friday, July 19, 2024 to Shareholders whose names appear on the Company’s register of members at the close of business on Friday, June 14, 2024. This represents a total distribution of the 2023 Final Dividend of approximately RMB77.80 million (on the basis that the number of shares in issue of the Company remains unchanged on the date of the Annual General Meeting).

The 2023 Final Dividend will be payable in cash to each Shareholder in HK\$ at the average benchmark exchange rate of RMB to HK\$ as published by the People’s Bank of China during the five business days ending on Wednesday, June 5, 2024 (inclusive), being the date of the annual general meeting, unless an election is made to receive the same in RMB. To make such election, Shareholders should complete the Dividend Currency Election Form, which is expected to be despatched to Shareholders in late June 2024 as soon as practicable after the record date of Friday, June 14, 2024 to determine Shareholders’ entitlement to the 2023 Final Dividend, and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, July 10, 2024. Shareholders who are minded to elect to receive all (but not part) of the 2023 Final Dividend in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honoured for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant Shareholders by ordinary post on Friday, July 19, 2024 at the Shareholders’ own risk.

If no election is made by a Shareholder or no duly completed Dividend Currency Election Form in respect of that Shareholder is received by the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, by 4: 30 p.m. on Wednesday, July 10, 2024, such Shareholder will automatically receive the 2023 Final Dividend in HK\$.

All dividend payments in HK\$ will be made in the usual way on Friday, July 19, 2024. If Shareholders wish to receive the 2023 Final Dividend in HK\$ in the usual way, no additional action is required. Shareholders should seek professional advice from their own tax advisors regarding the possible tax implications of the proposed dividend payment.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.crmedical.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Monday, June 3, 2024 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

7. RECOMMENDATION

The Directors consider that the proposed re-election of the Retiring Directors, the proposed granting of the Repurchase Mandate and the Issuance Mandate, and the proposed payment of 2023 Final Dividend are in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

For and on behalf of the Board

China Resources Medical Holdings Company Limited

SONG Qing

Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. YU Hai

Mr. YU Hai, aged 56, joined the Group in February 2023 as an executive Director and the Chief Executive Officer. He is currently the vice chairman and general manager of CR Healthcare, and served as the senior vice general manager of CR Healthcare from January 2020 to February 2023 and as the chairman of Liaoning Healthcare Industry Group Co., Ltd. from July 2018 to January 2020. Mr. YU worked in Benxi Municipal Government, Liaoning Province from July 2008 to July 2018, and served as the deputy mayor of Benxi City etc. Prior to that, Mr. YU held various positions at government departments including the deputy director of the Social Development Division of the Department of Science & Technology of Liaoning Province, the deputy director of the High-tech Development and Industrialization Division of the Department of Science & Technology of Liaoning Province, the deputy director of the Bureau of Science and Technology of Nagchu District, the Tibet Autonomous Region, and the principal officer of the Industrial and Social Development Division, the Scientific and Technological Commission of Liaoning Province etc. Mr. YU holds a doctor of science degree in pharmaceutical affairs management from the School of Pharmacy, Shenyang Pharmaceutical University.

Save as disclosed above, Mr. YU (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. YU has entered into a service agreement with the Company for the term of three years, commencing from February 27, 2023 to February 26, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. YU did not receive any director's fee from the Company, but he was entitled to receive remuneration from the Company by taking up other positions. He shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). For the year ended December 31, 2023, Mr. YU has received remuneration and allowance of RMB1,593,000 and performance bonus of RMB2,864,000. The emolument of Mr. YU was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. YU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. YU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. YU that need to be brought to the attention of the Shareholders and the Stock Exchange.

(2) Mr. SHAN Baojie

Mr. SHAN Baojie, aged 52, joined the Group in August 2021 as a non-executive Director and was re-designated as an executive Director in December 2021, and he is also the vice president of the Company. Mr. SHAN obtained a master degree in Accounting from Renmin University in Beijing in June 2002 and a bachelor degree in Chemistry from Wuhan University in Wuhan in July 1992. Mr. SHAN is also currently the vice general manager of CR Healthcare, the Company's controlling shareholder, and is also taking the office as a director of a number of its subsidiaries. Prior to joining CR Healthcare, Mr. SHAN was with the Group from 2011 to 2016 as the executive general manager and then the vice general manager, and he was also an executive Director of the Company from February 2016 to November 2016. He had served in a variety of roles at the State Food and Drug Administration from 1998 to 2011, and also completed a training program at the World Health Organization in 2007, where he gained experience in the U.S. pharmaceutical supervision and management system. From July 1992 to July 1998, Mr. SHAN worked in the general manager's office of the Northeast Pharmaceutical Group Co., Ltd.

Save as disclosed above, Mr. SHAN (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. SHAN has entered into a service agreement with the Company for the term of three years, commencing from August 25, 2021 to August 24, 2024 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. SHAN did not receive any director's fee from the Company, but he was entitled to receive remuneration from the Company by taking up other positions. He shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). For the year ended December 31, 2023, Mr. SHAN has received remuneration and allowance of RMB1,378,000 and performance bonus of RMB1,764,000. The emolument of Mr. SHAN was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. SHAN does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. SHAN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. SHAN that need to be brought to the attention of the Shareholders and the Stock Exchange.

(3) Ms. YANG Min

Ms. YANG Min, aged 45, was appointed as an executive Director and the Chief Financial Officer in June 2023. She is currently the chief financial officer of CR Healthcare. Previously, Ms. YANG served as the general manager of the finance department of China Resources Gas Group Limited, a company listed on the Stock Exchange (Stock Code: 1193) from December 2019 to May 2023, and she has successively served in various positions of the aforesaid company from November 2009 to December 2019 including senior deputy general manager of the finance department, deputy general manager of the audit department (acting head of department), deputy general manager of the finance department, assistant general manager of the finance department, senior manager of the finance department, assistant to the general manager and financial manager of its subsidiaries, and the expatriate responsible person of finance. Prior to that, Ms. YANG served successively as manager, senior auditor and auditor of Ernst & Young Huaming LLP Shenzhen Branch from September 2002 to November 2009. Ms. YANG holds a bachelor's degree in management majoring in accounting from the School of Economics and Management of Northwestern University and is a Certified Public Accountant of the PRC.

Save as disclosed above, Ms. YANG (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. YANG has entered into a service agreement with the Company for the term of three years, commencing from June 13, 2023 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. She is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. YANG did not receive any director's fee from the Company, but she was entitled to receive remuneration from the Company by taking up other positions. She shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). For the year ended December 31, 2023, Mr. YANG has received remuneration and allowance of RMB615,000. The emolument of Ms. YANG was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. YANG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Ms. YANG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. YANG that need to be brought to the attention of the Shareholders and the Stock Exchange.

(4) Ms. GE Lu

Ms. GE Lu, aged 53, was appointed as a non-executive Director and a member of the Remuneration Committee in September 2023. She was appointed as a non-executive director of China Resources Gas Group Limited (stock code: 1193) in September 2023, an external director of China Resources Digital Holdings Co., Limited in November 2021 and an external director of CR Healthcare in August 2021. She is also a designated external director of the business unit(s) of China Resources Group. Ms. GE served as positions including the vice general manager, chief information officer of China Resources Pharmaceutical Commercial Group Limited (華潤醫藥商業集團有限公司) and China Resources Pharmaceutical Group Limited (華潤醫藥集團有限公司) and the general manager assistant of Beijing Pharmaceutical Co., Ltd. (北京醫藥股份有限公司) (now known as China Resources Pharmaceutical Commercial Group Limited (華潤醫藥商業集團有限公司)) from January 2010 to August 2021. Ms. GE has over 30 years of working experience in the pharmaceutical industry and specializes in supply chain management, logistics management and information systems management and planning in the pharmaceutical distribution field. Ms. GE holds a master's degree of business administration from Tsinghua University (清華大學) and a bachelor's degree of computer science from Beijing Jiaotong University (北京交通大學), and holds the title of Senior Engineer.

Save as disclosed above, Ms. GE (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Ms. GE has entered into a service agreement with the Company for the term of three years, commencing from September 14, 2023 to September 13, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. She is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. GE shall not receive any fixed salary from the Company, but he shall be entitled to the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Ms. GE was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and her duties and responsibilities to the Group.

As at the Latest Practicable Date, Ms. GE holds 66,000 shares of the Company, and she also holds 2,000 shares of China Resources Beer (Holdings) Company Limited, which is an associated corporation of the Company. Save as disclosed above, Ms. GE does not have any interests in the shares or underlying shares of the Company and/or the associated corporations of the Company within the meaning of Part XV of the SFO. Ms. GE does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Ms. GE involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. GE that need to be brought to the attention of the Shareholders and the Stock Exchange.

(5) Mr. KWONG Kwok Kong

Mr. KWONG Kwok Kong, aged 76, joined the Group in September 2013 as an independent non-executive Director and also the chairman of the Audit Committee and has been appointed as a member of the Nomination Committee on March 23, 2018. He was appointed as a member of the Remuneration Committee on June 13, 2023 and resigned from such position on September 14, 2023. He was the chief executive officer of Pok Oi Hospital, a well-known non-profit hospital in Hong Kong. As the chief executive officer, Mr. KWONG provided corporate governance and management support to the board of directors for development, management and supervision of the units under Pok Oi Hospital for the past 10 years. He joined Pok Oi Hospital as an internal audit manager in 2003. Mr. KWONG is a director of Yuen Long District Healthy City Association Company Limited, a non-profit organization supporting the government to promote public healthcare messages to people in the district. Before joining Pok Oi Hospital, Mr. KWONG served as the principal auditor of the Audit Commission of the Government of the Hong Kong Special Administrative Region. Mr. KWONG served in the Audit Commission of the Government of Hong Kong since 1980. Mr. KWONG has been a member of the Hong Kong Institute of Certified Public Accountants since 1982.

Save as disclosed above, Mr. KWONG (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. KWONG has entered into a service agreement with the Company for the term of three years, commencing from January 1, 2024 to December 31, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. KWONG is entitled to a director's fee of HK\$300,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. KWONG was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. KWONG does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. KWONG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. KWONG that need to be brought to the attention of the Shareholders and the Stock Exchange.

(6) Mr. ZHOU Peng

Mr. ZHOU Peng, aged 47, was appointed as an independent non-executive Director and a member of the Audit Committee in September 2023. He is the founder of Deep Blue Ridge Capital ("**DBR Capital**"). DBR Capital is a multi-strategy investment firm based in Hong Kong. Mr. ZHOU has 20 years of experience in global mergers and acquisitions and capital markets. Before founding DBR Capital, Mr. ZHOU worked in Deutsche Bank (Hong Kong) and Credit Suisse (New York), and cooperated with the world's top institutional and corporate clients to complete a number of cross-industry and cross-product transactions; and Mr. ZHOU's career began in Bank of China. Mr. ZHOU holds a master's degree in business administration from Columbia University in New York.

Save as disclosed above, Mr. ZHOU (i) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Company and other members of the Group; (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any other major appointments or professional qualifications.

Mr. ZHOU has entered into a service agreement with the Company for the term of three years, commencing from September 14, 2023 to September 13, 2026 and subject to termination before expiry by either party giving not less than one month's notice in writing to the other. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. ZHOU is entitled to a director's fee of HK\$300,000 per annum and the discretionary bonus at the sole and absolute discretion of the Board and the Remuneration Committee (depending on the Board's corporate goals and objectives, salaries paid by comparable companies, time commitment, responsibilities, employment conditions and performance of the Company and the individual Director). The emolument of Mr. ZHOU was determined by the Board, upon recommendation by the Remuneration Committee with reference to the prevailing market situation and his duties and responsibilities to the Group.

As at the Latest Practicable Date, Mr. ZHOU does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. ZHOU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. ZHOU that need to be brought to the attention of the Shareholders and the Stock Exchange.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,296,676,516 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,296,676,516 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 129,667,651 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	7.70	6.70
May 2023	7.63	6.06
June 2023	7.12	5.87
July 2023	6.60	5.95
August 2023	6.56	5.40
September 2023	5.84	4.98
October 2023	5.23	4.47
November 2023	5.11	4.45
December 2023	4.82	4.21
January 2024	4.96	3.94
February 2024	4.68	3.76
March 2024	4.34	3.72
April 2024 (up to the Latest Practicable Date)	4.01	3.66

6. GENERAL

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, China Resources Company Limited, the substantial shareholder of the Company (as defined in the Listing Rules), was interested in 474,319,516 Shares, representing approximately 36.58% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding interest of China Resources Company Limited would be increased to approximately 40.64% of the issued share capital of the Company.

The Directors consider that such increase in shareholding may give rise to an obligation for China Resources Company Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such an obligation.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months immediately preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



China Resources Medical Holdings Company Limited 華潤醫療控股有限公司 *(Incorporated in the Cayman Islands with limited liability)* (Stock Code: 1515)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of China Resources Medical Holdings Company Limited (華潤醫療控股有限公司) (the “**Company**”) will be held at 10:00 a.m. on Wednesday, June 5, 2024 at 14/F, Kunlun Center Office Building, No. 9, Fuyi Street, Fengtai District, Beijing, the People’s Republic of China for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended December 31, 2023;
2. To declare a final dividend of RMB0.06 per ordinary share of the Company for the year ended December 31, 2023;
3.
 - (1) To re-elect Mr. YU Hai as an executive Director;
 - (2) To re-elect Mr. SHAN Baojie as an executive Director;
 - (3) To re-elect Ms. YANG Min as an executive Director;
 - (4) To re-elect Ms. GE Lu as a non-executive Director;
 - (5) To re-elect Mr. KWONG Kwok Kong as an independent non-executive Director;
 - (6) To re-elect Mr. ZHOU Peng as an independent non-executive Director;
4. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To re-appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”;

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or
 - (iv) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
China Resources Medical Holdings Company Limited
SONG Qing
Chairman

PRC, April 26, 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Monday, June 3, 2024 (Hong Kong time)) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, May 31, 2024 to Wednesday, June 5, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong time 4:30 p.m. on Thursday, May 30, 2024.
4. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, June 12, 2024 to Friday, June 14, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than Hong Kong time 4:30 p.m. on Tuesday, June 11, 2024.
5. All the resolutions set out in this notice shall be decided by poll.
6. If a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by a super typhoon, or black rainstorm warning signal is in force at any time between 8:30 a.m. and 11:30 a.m. on the day of the above meeting, the above meeting will be adjourned or postponed. The Company will post an announcement on the Company's website and HKEXnews website to notify shareholders of the Company of the date, time and place of the adjourned or postponed meeting. The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.