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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 NOTICE OF ANNUAL GENERAL MEETING**

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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 Thursday, June 3, 2021 at 10:00 a.m. is set out on pages 15 to 19 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](http://www.hkexnews.hk)) and the Company ([www.crmedical.hk](http://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. Tuesday, June 1, 2021 (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 28, 2021

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## DEFINITIONS

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

|                           |   |
|---------------------------|---|
| “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 Thursday, June 3, 2021 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 15 to 19 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company currently in force   |
| “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  |
| “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 People’s Republic of China   |
| “Issuance Mandate”        | as defined in paragraph 4 of the Letter from the Board on page 5 of this circular   |
| “Latest Practicable Date” | April 23, 2021, 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   |
| “Remuneration Committee”  | the remuneration committee of the Company   |
| “Repurchase Mandate”      | as defined in paragraph 3 of the Letter from the Board on page 5 of this circular   |

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## DEFINITIONS

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|------------------|---|
| “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   |
| “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  |



**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. Cheng Libing (*Chief Executive Officer*)  
Ms. Ren Yuan (*Chief Financial Officer*)  
Ms. Fu Yanjun (*Deputy President*)

*Non-executive Director:*

Mr. Wang Yan

*Independent Non-executive Directors:*

Mr. Wu Ting Yuk Anthony  
Mr. Kwong Kwok Kong  
Ms. Chiu Kam Hing Kathy  
Mr. Lee Kar Chung Felix

*Registered Office:*

Harneys Services (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:*

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

April 28, 2021

*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  
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.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 87(1) and 87(2) of the Articles of Associations, Mr. Song Qing, Mr. Wu Ting Yuk, Anthony and Ms. Ren Yuan 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 of the Company (the “**Nomination Committee**”) shall recommend to the Board on the appointment of Directors (including independent non-executive Directors) having regard (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; (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 by reviewing the written confirmation of independence for year 2020 as submitted to the Company by each of them, 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, 2020.

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 (namely Mr. Song Qing, Mr. Wu Ting Yuk, Anthony and Ms. Ren Yuan) 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 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.

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## LETTER FROM THE BOARD

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### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on May 28, 2020, 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 May 28, 2020, 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.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 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.

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## LETTER FROM THE BOARD

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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](http://www.hkexnews.hk)) and the Company ([www.crmedical.hk](http://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 Tuesday, June 1, 2021 (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.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Repurchase Mandate and the Issuance Mandate 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.

Yours faithfully,  
For and on behalf of the Board  
**China Resources Medical Holdings Company Limited**  
**Cheng Libing**  
*Executive Director & Chief Executive Officer*

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. SONG Qing**

Mr. Song Qing, aged 56, joined the Group in August 2018 as an executive Director and the vice chairman, and has been re-designated as the chairman of the Company in April 2021.

Mr. Song has extensive experiences in corporate management, and has over 30 years of experience and sophisticated background in the pharmaceutical industry. Mr. Song is currently the chairman of China Resources Healthcare Group Limited (which is principally engaged in investments in healthcare sector and operation and management of medical institutes) and also takes the role as the Company's chairman in order to lead the healthcare segment of China Resources. Mr. Song was the director of China Resources Pharmaceutical Group Limited (which is listed on the Main Board of the Stock Exchange; stock code: 3320) from May 2016 to August 2018, and also its president from June 2017 to August 2018. Mr. Song was the director of China Resources Sanjiu Medical & Pharmaceutical Co Ltd (which is listed on Shenzhen Stock Exchange; stock code: 000999) up to August 2018, and its chairman of the board from June 2017 to August 2018. He also served as an inspection pharmacist of quality inspection department, a pharmacist in charge and the director of production department, the director of the enterprise management department and an assistant to president of Shenzhen South Pharmaceutical Factory. Mr. Song served as an assistant general manager, the director of technology center, the director of medical & pharmaceutical department of Sanjiu Enterprise.

Save as disclosed above, Mr. Song (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. Song has entered into a service agreement with the Company for the term of three years commencing from August 7, 2018 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 of the Company in accordance with the Articles of Association. Mr. Song 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 Mr. Song 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. Song is interested in a total of 400,000 Shares (representing approximately 0.03% of the issued share capital of the Company), including those declared to him under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, which 300,000 Shares are unvested. Saved as disclosed above, Mr. Song 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. Song 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. Song that need to be brought to the attention of the Shareholders and the Stock Exchange.

**(2) Mr. WU Ting Yuk, Anthony**

Mr. Wu Ting Yuk, Anthony, aged 65, joined the Group in August 2018 as an independent non-executive Director and the chairman, and has resigned as the chairman of the Company in April 2021.

Mr. Wu is a leader in the healthcare industry and has extensive management experience in medical system. Mr. Wu joined the board of the Hong Kong Hospital Authority in 1999 and was formerly its chairman from 2004 to 2013. He has so far been the longest-serving chairman of the Hospital Authority. He has led the team of the Hospital Authority to manage all public hospitals and public clinics in Hong Kong and implemented the public health policy of the Hong Kong SAR Government. He has also actively promoted a number of public and private medical co-operation projects during his tenure. Mr. Wu is currently the principal advisor to the State Administration of Traditional Chinese Medicine of the People's Republic of China, a member of the Chinese Medicine Reform and Development Advisory Committee. He was a member of the State Council's Medical Reform Leadership Advisory Committee and an advisor to the Public Policy Advisory Committee of the National Health and Family Planning Commission. Other important public positions that Mr. Wu has served include member of the 12th and 13th Standing Committee of the Chinese People's Political Consultative Conference National Committee, and a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development and the Task Force on Land Supply of the Hong Kong SAR, and has been awarded JP and GBS by the government of Hong Kong SAR. Mr. Wu also served as the chairman of the Chamber Council of the Hong Kong General Chamber of Commerce from 2010 to 2012, and is currently a member of its consultation committee. Mr. Wu was a partner of Ernst & Young ("EY") from 1985 to 2015, and served as chairman of the EY's Far East Region from 2000 to 2005. He is currently the chief advisor to MUFG Bank, Ltd., the chairman of The China Oxford Scholarship Fund, an honorary professor of the Faculty of Medicine of the Chinese University of Hong Kong and the Peking Union Medical College Hospital, and an honorary fellow of the Hong Kong College of Community Medicine. Mr. Wu also has directorships in certain listed companies of the Main Board of the Stock Exchange: he is an independent non-executive director of Power Assets Holdings Limited (stock code: 006), Guangdong Investment Limited (stock code: 270), China Taiping Insurance Holdings

Company Limited (stock code: 966), Cstone Pharmaceuticals (stock code: 2616) and Venus Mecttech (Hangzhou) Inc. (stock code: 2500). He also joined Ocumension Therapeutics (which has been listed on the Main Board of the Stock Exchange in the second half of 2020, stock code: 1477) as the independent non-executive director in 2020. He was an executive director of Sincere Watch (Hong Kong) Limited (stock code: 444). He was also an independent non-executive director of Agricultural Bank of China Limited (stock code: 1288) from 2009 to 2015. He was also a director of the Fidelity Funds from 2011 to 2014. Mr. Wu is a fellow of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and the honorary chairman of the Institute of Certified Management Accountants (Australia) Hong Kong Branch.

On December 24, 2013, the Disciplinary Committee of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) found Mr. Wu’s failure to observe, maintain or otherwise apply the requirements of HKICPA in preserving the “appearance” of independence by acting as an independent financial advisor on behalf of EY to a non-listed company whilst also a senior partner of EY who acted as auditors of such company in respect of the financial years ended 31 December 1995 to 31 December 1997, and is therefore a deemed auditor of that company under the Companies Ordinance, to be a professional misconduct (the “Incident”). Mr. Wu was ordered to pay a penalty of HK\$250,000, name removed from the register for a period of two years from July 23, 2014, and together with the other respondents, were ordered to pay the costs of HK\$2 million to HKICPA.

This Incident was then referred to the Institute of Chartered Accountants in England and Wales by HKICPA in 2014, and was dismissed by the Institute in 2017.

Save as disclosed above, Mr. Wu (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 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. Wu has entered into a letter of appointment with our Company for a term of three years from August 7, 2018 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 of the Company in accordance with the Articles of Association. Mr. Wu is entitled to a director fee of HK\$1,000,000 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. Wu 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. Wu is interested in a total of 1,500,000 Shares (representing approximately 0.12% of the issued share capital of the Company), including those declared to him under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, which 1,000,000 Shares are unvested. Saved as disclosed above, Mr. Wu does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Wu 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. Wu that need to be brought to the attention of the Shareholders and the Stock Exchange.

### **(3) Ms. REN Yuan**

Ms. Ren Yuan, aged 47, joined the Group in October 2017 as an executive Director and chief financial officer.

Ms. Ren worked as the deputy manager of the finance department of China Resources Microelectronics (Holdings) Limited (華潤微電子(控股)有限公司) from June 2002 to December 2006. From February 2004 to February 2010, Ms. Ren served as the finance director of Wuxi CR Micro-Assemb Tech., Ltd. (無錫華潤安盛科技有限公司). Prior to joining the Group, Ms. Ren worked as the consultancy general director and deputy general director of the information management department of China Resources (Holdings) Co., Ltd. (華潤(集團)有限公司) since March 2010. Ms. Ren obtained her master's degree in accounting from Chinese University of Hong Kong (香港中文大學) in December 2007. Ms. Ren obtained the qualifications of China Certified Public Accountant (中國註冊會計師) and China Certified Public Valuer (中國註冊資產評估師) in December 1998, and September 1999, respectively.

Save as disclosed above, Ms. Ren (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 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. Ren has entered into a service agreement with our Company for a term of three years from October 12, 2019 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 of the Company in accordance with the Articles of Association. Ms. Ren is entitled to a remuneration package comprising the basic salary (before tax) of RMB1,887,588 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 Ms. Ren 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, Ms. Ren is interested in a total of 300,000 Shares (representing approximately 0.02% of the issued share capital of the Company), including those declared to her under the share award scheme of the Company adopted on July 7, 2014 and amended on May 25, 2015 and August 31, 2018, which 225,000 Shares are unvested. Save as disclosed above, Ms. Ren does not have any interests in the Shares within the meaning of Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Ren 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. Ren that need to be brought to the attention of the Shareholders and the Stock Exchange.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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 8 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 interest 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, 2020) 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.

**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:

| <b>Month</b>                                   | <b>Highest<br/><i>HK\$</i></b> | <b>Lowest<br/><i>HK\$</i></b> |
|--|--------------------------------|-------------------------------|
| April 2020                                     | 4.67                           | 3.86                          |
| May 2020                                       | 4.20                           | 3.50                          |
| June 2020                                      | 5.23                           | 3.45                          |
| July 2020                                      | 5.89                           | 4.36                          |
| August 2020                                    | 6.49                           | 5.20                          |
| September 2020                                 | 5.65                           | 4.56                          |
| October 2020                                   | 5.16                           | 4.41                          |
| November 2020                                  | 5.99                           | 4.58                          |
| December 2020                                  | 6.77                           | 5.54                          |
| January 2021                                   | 8.42                           | 6.28                          |
| February 2021                                  | 8.05                           | 6.36                          |
| March 2021                                     | 7.23                           | 5.85                          |
| April 2021 (up to the Latest Practicable Date) | 6.62                           | 6.00                          |

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**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).



**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 Thursday, June 3, 2021 at 14/F, Kunlun Center Office Building, No. 9, Fuyi Street, Fengtai District, Beijing, the People’s Republic of China for the following purposes:

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, 2020;
2. To declare a final dividend of HK\$8.82 cents (equivalent to RMB7.4 cents based on the exchange rate of HK\$1:RMB0.83704) per ordinary share of the Company for the year ended December 31, 2020;
3. To re-elect Mr. Song Qing as an executive Director;
4. To re-elect Mr. Wu Ting Yuk, Anthony as an independent non-executive Director;
5. To re-elect Ms. Ren Yuan as an executive Director;
6. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
7. To re-appoint Ernst & Young as the independent auditor of the Company and to authorise the Board to fix their remuneration;
8. 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”;
9. 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

- (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.

“**Right 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

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## NOTICE OF ANNUAL GENERAL MEETING

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10. 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 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 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 8 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**  
**Cheng Libing**  
*Executive Director & Chief Executive Officer*

Beijing, April 28, 2021

**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 Tuesday, June 1, 2021 (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, May 31, 2021 to Thursday, June 3, 2021, 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 Friday, May 28, 2021.
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 9, 2021 to Friday, June 11, 2021, 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 8, 2021.
5. All the resolutions set out in this notice shall be decided by poll.