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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)**

## **CONTINUING CONNECTED TRANSACTION INFORMATION TECHNOLOGY SERVICES**

### **CONTINUING CONNECTED TRANSACTION — INFORMATION TECHNOLOGY SERVICES**

The Board announces that, CR Hospital Management (a wholly owned subsidiary of the Company) and Resolink Software (a wholly owned subsidiary of CR Holdings) (with Resolink Software representing the Resolink Companies; and all of them as service providers) entered into the Information Technology Services Framework Agreement on November 22, 2021 (for the term from the date of the agreement to December 31, 2022). The Resolink Companies shall provide the relevant information technology services to the Group and its Sponsored Hospitals pursuant to the Information Technology Services Framework Agreement.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CR Holdings (a controlling shareholder of the Company) indirectly holds the entire equity interests in the Resolink Companies. Hence, the Resolink Companies are connected persons of the Company. Accordingly, the Information Technology Services Framework Agreement and the transactions thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the proposed Annual Caps of the transactions contemplated under the Information Technology Services Framework Agreement exceed 0.1% but all of them are less than 5%, the Information Technology Services Framework Agreement, the transactions contemplated thereunder and the Annual Caps are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules, but are exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

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### **Information Technology Services Framework Agreement**

The major terms of the Information Technology Services Framework Agreement are set out as follows:

Date: November 22, 2021

Parties: 1. CR Hospital Management; and  
2. Resolink Software

With the authorisation granted by Resolink Guangdong and Resolink Xi'an, Resolink Software represents the Resolink Companies as the contract parties of the agreement; and the Resolink Companies shall be the service providers under the agreement.

Term: From the signing date of the agreement to December 31, 2022.

Relevant information technology services:

The Resolink Companies shall provide information technology services to the Group and its Sponsored Hospitals during the term of the agreement, including information technology operation and maintenance services and information technology service for specific projects.

Service fees and payment arrangement:

The Group and its Sponsored Hospitals shall pay service fees to the corresponding Resolink Companies for the information technology services based on the pricing of each specific service as agreed by both parties. The service fees shall be calculated by multiplying the actual volume of services with the unit price of the corresponding services. In order to determine the unit price of specific categories of services, the digitalization department of the Group shall gather information of the prevailing price of similar services in the open market as the reference price. The parties shall then determine the unit price with reference to the reference price as well as the development costs, operating costs, nature and scale of the relevant information technology systems/projects, subject to mutual negotiation and corresponding adjustments in line with the market practice, to ensure that the price is no less favorable to the Group and its Sponsored Hospitals than the price offered by independent third-party suppliers for similar services and that the price is determined after arm's length negotiation between the parties on normal commercial terms. Upon confirmation of the service statements by both parties, the service fees shall be payable by the Group and its Sponsored Hospitals within 30 days after receiving the relevant invoice. The above service fees are determined after arm's length negotiation between the parties on normal commercial terms taking into account the following factors: (i) nature and standard of services provided; (ii) budgeted costs of the relevant services, prevailing charges of similar services on the open market and the premise that the fees shall be no less favorable to the Group and its Sponsored Hospitals than the price offered by independent third-party suppliers for similar services.

#### **Annual Caps and basis of determination**

The corresponding Annual Caps of the information technology services as provided by the Resolink Companies to the Group and its Sponsored Hospitals (including the services to be provided under the Information Technology Services Framework Agreement since the signing date), which are continuing connected transactions of the Company, are set out as follows:

	<b>Year ending December 31, 2021 (RMB)</b>	<b>Year ending December 31, 2022 (RMB)</b>
Annual Cap	4,000,000	10,000,000

The above Annual Caps are determined with reference to: (1) the historical transaction amount; (2) the expected growth of the Group's hospital services; (3) the demand of information technology services of the newly acquired medical institutes of the Group; and (4) the expected expansion of the hospital network of the Group. The accumulated fees incurred from the provision of information technology services by the Resolink Companies to the Group and its Sponsored Hospitals (which were conducted on normal commercial terms or better) since January 1, 2021 and up to the date of this announcement amounted to approximately RMB2.09 million.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE INFORMATION TECHNOLOGY SERVICES FRAMEWORK AGREEMENT**

The Group and its Sponsored Hospitals require certain types of information technology services during their daily operations. A fixed term information technology service agreement with the Resolink Companies is considered beneficial to the Group and its Sponsored Hospitals as it can help the Group and its Sponsored Hospitals acquire stable and efficient information technology services at reasonable costs, thereby enhancing the efficiency of the daily operations of the Group and its Sponsored Hospitals and lowering their management costs.

Taking into account the above factors, the Directors (including independent non-executive Directors) are of the view that the Information Technology Services Framework Agreement is entered into on normal commercial terms or better in the ordinary and usual course of business of the Group. The terms of the Information Technology Services Framework Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole. None of the Directors is considered to have any material interest in the Information Technology Framework Agreement. As part of good corporate governance measures, Mr. SONG Qing, Mr. CHENG Libing and Ms. REN Yuan, the executive Directors, and Mr. SHAN Baojie, the non-executive Director, have abstained from voting on the relevant Board resolution(s), as they serve as senior management in CR Holdings.

## **GENERAL INFORMATION**

### ***The Group***

Headquartered in Beijing, the Group is mainly engaged in the provision of general hospital services, hospital management services and group purchasing organisation business in the PRC.

### ***The Resolink Companies***

CR Digital is a company established in the PRC with limited liability and a wholly owned subsidiary of CR Holdings, which is in turn ultimately owned by China Resources Company Limited (a Chinese state-owned entity supervised by the State-owned Assets Supervision and Administration Commission of the State Council). Resolink Software,

Resolink Guangdong and Resolink Xi'an, which are subsidiaries of CR Digital, are principally engaged in smart technology empowerment service, cloud computing service, management and business informationalisation consultancy and implementation services, general operational service and other product incubation services in the PRC.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CR Holdings (a controlling shareholder of the Company) indirectly holds the entire equity interests in the Resolink Companies. Hence, the Resolink Companies are connected persons of the Company. Accordingly, the Information Technology Services Framework Agreement and the transactions thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the proposed Annual Caps of the transactions contemplated under the Information Technology Services Framework Agreement exceed 0.1% but all of them are less than 5%, the Information Technology Services Framework Agreement, the transactions contemplated thereunder and the Annual Caps are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules, but are exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

## **DEFINITIONS**

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

“Annual Cap(s)”	the annual cap(s) of the continuing connected transactions entered into by the Company for the information technology services provided by the Resolink Companies to the Group for each of the 2021 and 2022 fiscal years;
“Board”	the board of directors of the Company;
“Company”	China Resources Medical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1515);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“CR Digital”	華潤數科控股有限公司 (China Resources Digital Holdings Company Limited*) (formerly known as 深圳潤聯智慧科技有限公司), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of CR Holdings;
“CR Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability;

“CR Hospital Management”	華潤醫院管理諮詢有限公司 (China Resources Hospital Management & Consulting Co. Ltd.*), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of the Company, and is principally engaged in the provision of consulting services in respect of hospital management, investment and corporate management;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Information Technology Services Framework Agreement”	the information technology services framework agreement entered into between CR Hospital Management and Resolink Software on November 22, 2021. Please refer to the section headed “Information Technology Services Framework Agreement” of this announcement for details;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China;
“Resolink Companies”	collectively refers to Resolink Software, Resolink Guangdong, Resolink Xi’an and their subsidiaries;
“Resolink Guangdong”	廣東潤聯信息技術有限公司 (Guangdong Resolink Information Technology Co. Ltd.*), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of CR Digital;
“Resolink Software”	潤聯軟件系統(深圳)有限公司 (Resolink Software System (Shenzhen) Co. Ltd.*), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of CR Digital;
“Resolink Xi’an”	潤聯智慧科技(西安)有限公司 (Resolink Smart Technology (Xi’an) Co. Ltd.*), a company incorporated in the PRC with limited liability and a wholly owned subsidiary of CR Digital;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the share capital of the Company;

“Shareholder(s)”            shareholder(s) of the Company;

“Sponsored  
Hospital(s)”            the hospital(s) in the PRC whose sponsor is the Company or its subsidiary; and

“subsidiary”            has the meaning ascribed to it under the Listing Rules.

By Order of the Board  
**China Resources Medical Holdings Company Limited**  
**CHENG Libing**  
*Executive Director and Chief Executive Officer*

Beijing, November 22, 2021

*As at the date of this announcement, the Board comprises Mr. SONG Qing, Mr. CHENG Libing, Ms. REN Yuan and Ms. FU Yanjun as executive Directors; Mr. SHAN Baojie as non-executive Director; Mr. WU Ting Yuk, Anthony, Mr. KWONG Kwok Kong, Ms. CHIU Kam Hing Kathy and Mr. LEE Kar Chung Felix as independent non-executive Directors.*

*\* For identification purpose only*