

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 TRANSACTIONS  
2025-2027 IT SERVICES ANNUAL AGREEMENT**

**CONTINUING CONNECTED TRANSACTIONS — 2025-2027 IT  
SERVICES ANNUAL AGREEMENT**

Reference is made to the announcement of the Company dated February 8, 2024 in relation to, among other things, the entering into of the 2024 IT Services Annual Agreement by CR Hospital Investment (a wholly owned subsidiary of the Company) and CR Digital Holdings (for the term from January 1, 2024 to December 31, 2024) and the transactions contemplated thereunder. The Board is pleased to announce that on December 30, 2024, CR Hospital Investment and CR Digital Holdings entered into the 2025-2027 IT Services Annual Agreement, pursuant to which the CR Digital Group shall provide the relevant information technology services to the Group and its Sponsored Hospitals, for the term from January 1, 2025 to December 31, 2027. The annual caps for the three financial years ending December 31, 2025, 2026 and 2027 under the 2025-2027 IT Services Annual Agreement are RMB26 million, RMB30 million and RMB32 million, respectively.

## **LISTING RULES IMPLICATION**

As at the date of this announcement, CRC is the holding company of CR Holdings (a controlling shareholder of the Company) and indirectly holds the entire equity interests in CR Digital Holdings. Hence, CR Digital Holdings is a connected person of the Company. Accordingly, the 2025-2027 IT Services Annual Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the highest corresponding annual cap under the 2025-2027 IT Services Annual Agreement exceed 0.1% but all of them are less than 5%, the transactions contemplated under the 2025-2027 IT Services Annual Agreement and the corresponding annual caps are subject to the reporting, announcement and annual review requirements but are exempt from the circular and the independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

## **CONTINUING CONNECTED TRANSACTIONS – ACQUISITION OF INFORMATION TECHNOLOGY SERVICES PROVIDED BY CONNECTED PARTY**

Reference is made to the announcement of the Company dated February 8, 2024 in relation to, among other things, the entering into of the 2024 IT Services Annual Agreement by CR Hospital Investment and CR Digital Holdings (for the term from January 1, 2024 to December 31, 2024) and the transactions contemplated thereunder. The Board is pleased to announce that on December 30, 2024, CR Hospital Investment (a wholly owned subsidiary of the Company) and CR Digital Holdings entered into the 2025-2027 IT Services Annual Agreement, pursuant to which the CR Digital Group shall provide the relevant information technology services to the Group and its Sponsored Hospitals, for the term from January 1, 2025 to December 31, 2027.

## **2025-2027 IT Services Annual Agreement**

The major terms of the 2025-2027 IT Services Annual Agreement are set out as follows:

Date: December 30, 2024

Parties: 1. CR Hospital Investment; and  
2. CR Digital Holdings (as service provider)

Term: From January 1, 2025 to December 31, 2027.

Scope of services: The CR Digital Group 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 project-based information technology services.

Service fees and payment arrangement: The Group and its Sponsored Hospitals shall pay service fees to the CR Digital Group for the information technology services based on the pricing of each specific service as agreed by both parties after arm's length negotiation between the parties on normal commercial terms. Before the Group enters into any new procurement arrangements with CR Digital Group, the Group shall obtain quotations from other independent suppliers for various specific services being procured, and will comprehensively consider multiple assessment criteria, including assessment standards such as price, quality, degree of matching the demand, service and product performance, payment terms, safety and reliability, relevance to existing application systems, and other terms such as time required for the provision of services, convenience and internal control requirements, to choose the suppliers, and undergo internal approval procedures of the Group (including the finance department, legal department and the responsible business department). Payment arrangements for specific transactions will be negotiated and determined separately in each formal service agreement in accordance with the principles laid down in the 2025-2027 IT Services Annual Agreement.

**Annual caps under the 2025-2027 IT Services Annual Agreement and basis of determination**

For the period from January 1, 2024 to November 30, 2024, the historical transaction amount for the information technology services provided by the CR Digital Group to the Group and its Sponsored Hospitals under the 2024 IT Services Annual Agreement was approximately RMB16.41 million (unaudited). As at the date of this announcement, the annual cap under the 2024 IT Services Annual Agreement has not been exceeded, it is also expected that such annual cap will not be exceeded after the expiration of the 2024 IT Services Annual Agreement on December 31, 2024.

The corresponding proposed annual caps for the three financial years ending December 31, 2025, 2026 and 2027 for the information technology services to be provided by the CR Digital Group to the Group and its Sponsored Hospitals under the 2025-2027 IT Services Annual Agreement, which constitute continuing connected transactions of the Company, are as follows:–

	<b>For the financial year ending December 31,</b>		
	<b>2025</b>	<b>2026</b>	<b>2027</b>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Information technology service fees payable by the Group and its Sponsored Hospitals to CR Digital Group	26	30	32

The above annual caps are determined with reference to: (i) the historical transaction amounts and trends as set out above; (ii) as the Group continuously expands its business, and, in accordance with the hospitals' high-quality development needs, continues to promote the integrated construction of smart hospitals, which encompasses smart medical care, smart services and smart management, the Group has increasing demand for relevant services; (iii) the demand for information technology services of the newly acquired medical institutions of the Group (such as China Resources Healthcare (Liaoning) Group Co., Ltd.\* (華潤健康(遼寧)集團有限公司) and its member medical institutions); and (iv) there will be an approximately 5% buffer in each year for the three financial years ending December 31, 2027, for accommodating the possible further expansion of the Group's hospital network and any unforeseen circumstances (including price inflation in the future).

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE 2025-2027 IT SERVICES ANNUAL AGREEMENT**

The Group and its Sponsored Hospitals require certain types of information technology services in the course of their daily business operations. The entering into of a fixed term information technology services agreement with the CR Digital Group is considered beneficial to the Group and its Sponsored Hospitals as it allows the Group and its Sponsored Hospitals to 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 the independent non-executive Directors) are of the view that the 2025-2027 IT Services Annual Agreement was negotiated on an arm's length basis and entered into on normal commercial terms or better in the ordinary and usual course of business of the Group. The terms of the 2025-2027 IT Services Annual Agreement and the proposed annual caps thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Ms. GE Lu, the non-executive Director, is also one of the directors of CR Digital Holdings. Save as disclosed, none of the Directors is considered to have any material interest in the 2025-2027 IT Services Annual Agreement. Due to the conflicting positions of Ms. GE Lu, the non-executive Director, in relation to the 2025-2027 IT Services Annual Agreement and the transactions contemplated thereunder, Ms. GE Lu has abstained from voting on the relevant Board resolution(s).

## **INTERNAL CONTROL MEASURES**

The Group has implemented internal control measures for monitoring all of its continuing connected transactions, including (without limitation):

- (i) the regular reporting of transaction volume to the Group's finance department, for monitoring the annual caps of the relevant transactions and assessing the risk of the annual caps being exceeded;
- (ii) the Board and the relevant functional departments of the Company may make recommendations from time to time to strengthen the Group's procedural compliance and to ensure the integrity and effectiveness of the Group's internal controls measures; and
- (iii) the Company's auditors and independent non-executive Directors will conduct annual review of the transactions contemplated under the 2025-2027 IT Services Annual Agreement and provide annual confirmation letters in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the 2025-2027 IT Services Annual Agreement and the applicable pricing policies, on normal commercial terms, and in the interests of the Company and its Shareholders as a whole.

## **GENERAL INFORMATION**

### **CRC**

CRC, the ultimate beneficial owner of CR Digital Holdings and the Company, is a company established in the PRC with limited liability and a state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the State Council in the PRC. CRC is the holding company of CR Holdings and is a conglomerate which operates a variety of businesses in the PRC including but not limited to consumer products, integrated energy, urban construction and operation, healthcare, industrial finance, technology and emerging sectors.

## **CR Digital Group**

CR Digital Holdings is a company established in the PRC with limited liability and is ultimately owned by CRC. The CR Digital Group is principally engaged in smart technology empowerment services, cloud computing services, management and business informationalisation consultancy and implementation services, general operational services and other innovative product incubation services in the PRC.

## **The Group and CR Hospital Investment**

Headquartered in Beijing, the Group is mainly engaged in the provision of general healthcare services, hospital management services, sale of pharmaceuticals, medical devices and medical consumables and provision of other healthcare services in the PRC.

CR Hospital Investment is a wholly-owned subsidiary of the Company which is principally engaged in the provision of hospital investment management, and consulting services in respect of investment and corporate management.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, CRC is the holding company of CR Holdings (a controlling shareholder of the Company) and indirectly holds the entire equity interests in CR Digital Holdings. Hence, CR Digital Holdings is a connected person of the Company. Accordingly, the 2025-2027 IT Services Annual Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the highest corresponding proposed annual cap under the 2025-2027 IT Services Annual Agreement exceed 0.1% but all of them are less than 5%, the transactions contemplated under the 2025-2027 IT Services Annual Agreement and the corresponding proposed annual caps are subject to the reporting, announcement and annual review requirements but are exempt from the circular and the independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

## DEFINITIONS

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

“2024 IT Services Annual Agreement”	the information technology services annual agreement entered into between CR Hospital Investment and CR Digital Holdings on February 8, 2024, pursuant to which the CR Digital Group provides the relevant information technology services to the Group and its Sponsored Hospitals during the term thereof;
“2025-2027 IT Services Annual Agreement”	the information technology services annual agreement entered into between CR Hospital Investment and CR Digital Holdings on December 30, 2024, pursuant to which the CR Digital Group shall provide the relevant information technology services to the Group and its Sponsored Hospitals during the term thereof;
“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 thereto in the Listing Rules;
“connected transaction(s)”	has the meaning ascribed thereto in the Listing Rules;
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules;



“CRC”	China Resources Company Limited, a company established in the PRC with limited liability and a state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the State Council in the PRC. Please refer to the section headed “General Information” in this announcement for details;
“CR Digital Group”	CR Digital Holdings together with its subsidiaries. Please refer to the section headed “General Information” in this announcement for details;
“CR Digital Holdings”	華潤數科控股有限公司 (China Resources Digital Holdings Company Limited*), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of CRC;
“CR Holdings”	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability;
“CR Hospital Investment”	華潤醫院投資(中國)有限公司 (China Resources Hospital Investment Co. Ltd.*), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company. Please refer to the section headed “General Information” in this announcement for details;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“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(ies);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules; and
“%”	per cent.

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

PRC, December 30, 2024

*As at the date of this announcement, the Board comprises Mr. SONG Qing, Mr. YU Hai, Mr. SHAN Baojie and Ms. YANG Min as executive Directors; Ms. GE Lu as non-executive Director; Mr. WU Ting Yuk, Anthony, Mr. KWONG Kwok Kong, Mr. FU Tingmei and Mr. ZHOU Peng as independent non-executive Directors.*

\* *For identification purpose only*