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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)

**APPROVAL FOR THE CONTINUATION OF
YAN HUA HOSPITAL INVESTMENT MANAGEMENT AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the EGM to be held at Renkang Hall, 14/F, Kunlun Center, No.9 Fuyi Street, Fengtai District, Beijing, the PRC on Monday, November 18, 2019 at 10:00 a.m. is set out on pages 12 to 13 of this circular. A form of proxy for use at the EGM is enclosed with this circular. 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 EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy 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 EGM (ie. not later than Saturday, November 16, 2019 at 10:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

October 30, 2019

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DEFINITIONS

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

“Agreement Dispute Announcements”	the announcement of the Company dated January 15, 2019, January 21, 2019 and April 17, 2019 mainly in relation to the unilateral termination of Yan Hua IOT Agreement dispute by Yan Hua Phoenix and Yan Hua Hospital
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CR Hospital Management & Consulting”	China Resources Hospital Management & Consulting Co. Ltd.* (華潤醫院管理諮詢有限公司), formerly known as Beijing Phoenix United Hospital Management Consulting Co. Ltd.* (北京鳳凰聯合醫院管理諮詢有限公司), Beijing Phoenix United Hospital Management Co., Ltd.* (北京鳳凰聯合醫院管理有限公司) and Beijing Phoenix United Hospital Management Joint Stock Co., Ltd.* (北京鳳凰聯合醫院管理股份有限公司), a limited liability company established under the laws of the PRC, and an indirect wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Renkang Hall, 14/F, Kunlun Center, No.9 Fuyi Street, Fengtai District, Beijing, the PRC on Monday, November 18, 2019 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the continuation of the Yan Hua Hospital Investment Management Agreement
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Investment”	a total of RMB150 million invested by CR Hospital Management & Consulting into Yan Hua Hospital Group pursuant to the Yan Hua IOT Agreement

DEFINITIONS

“Investment Repayment”	the Investment made in the past by CR Hospital Management & Consulting that Yan Hua Hospital Group has agreed to repay pursuant to the Yan Hua IOT Agreement
“IOT”	the “invest-operate-transfer” model
“Latest Practicable Date”	October 25, 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	the date which dealings in the Shares first commence on the Stock Exchange, i.e. November 29, 2013
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Management Fees”	the management fees paid by Yan Hua Hospital Group to CR Hospital Management & Consulting pursuant to the Yan Hua IOT Agreement
“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
“Prospectus”	the prospectus of the Company dated November 18, 2013 issued by the Company in relation to the listing of its Shares on the Main Board of the Stock Exchange
“Share(s)”	share(s) with a par value of HK\$0.00025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Yan Hua Hospital”	Yan Hua Hospital* (北京燕化醫院), a not-for-profit hospital established under the laws of the PRC in 1973 and sponsored by Yan Hua Phoenix, which the Group started to manage and operate in February 2008 pursuant to the Yan Hua IOT Agreement
“Yan Hua Hospital Group”	collectively, Yan Hua Hospital and community clinics affiliated with Yan Hua Hospital

DEFINITIONS

“Yan Hua Hospital Investment Management Agreement”	the hospital investment management agreement dated February 4, 2008, which was supplemented in April 2008, December 2010, June 2011, July 2013, September 2013 and October 2013, and were entered into between CR Hospital Management & Consulting, Yan Hua Hospital and Yan Hua Phoenix
“Yan Hua IOT Agreement”	collectively, the hospital management right and investment framework agreement dated February 1, 2008, and the Yan Hua Hospital Investment Management Agreement, both of which were supplemented in April 2008, December 2010, June 2011, June 2013, July 2013, September 2013 and October 2013, and were entered into between CR Hospital Management & Consulting, Yan Hua Hospital and Yan Hua Phoenix
“Yan Hua Phoenix”	Beijing Yan Hua Phoenix Healthcare Asset Management Co., Ltd.* (北京燕化鳳凰醫療資產管理有限公司), a limited liability company established under the laws of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“2016 Approval Circular”	the circular of the Company dated October 14, 2016 in relation to, among other things, the approval of the Yan Hua IOT Agreement
“%”	percent

* For identification purpose only



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)

Independent Non-executive Directors:

Mr. Wu Ting Yuk, Anthony
(Chairman of the Board)
Mr. Kwong Kwok Kong
Ms. Chiu Kam Hing Kathy
Mr. Lee Kar Chung Felix

Non-executive Director:

Mr. Wang Yan

Executive Directors:

Mr. Song Qing *(Vice Chairman of the Board)*
Mr. Cheng Libing *(Chief Executive Officer)*
Ms. Ren Yuan *(Chief Financial Officer)*
Ms. Fu Yanjun *(Deputy President)*

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
No. 9 Fuyi Street
Fengtai District
Beijing
the PRC

*Principal Place of Business in
Hong Kong:*

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

October 30, 2019

To the Shareholders

Dear Sir/Madam,

**APPROVAL FOR THE CONTINUATION OF
YAN HUA HOSPITAL INVESTMENT MANAGEMENT AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the approval for the continuation of Yan Hua Hospital Investment Management Agreement and a notice convening the EGM.

YAN HUA IOT AGREEMENT AND YAN HUA HOSPITAL INVESTMENT MANAGEMENT AGREEMENT

Reference is made to the Prospectus and the 2016 Approval Circular.

As disclosed in the Prospectus, CR Hospital Management & Consulting, our wholly-owned subsidiary, Yan Hua Hospital and Yan Hua Phoenix entered into the Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement), pursuant to which CR Hospital Management & Consulting has agreed to (i) pay Yan Hua Phoenix an amount of RMB72 million (the “**Consideration**”) and (ii) invest the Investment of a total of RMB150 million by tranches into Yan Hua Hospital Group prior to 2015, in exchange for the right to manage Yan Hua Hospital, to receive the Management Fees from Yan Hua Hospital Group until July 17, 2055, and to support the long-term development of Yan Hua Hospital Group. The term of the Yan Hua Hospital Investment Management Agreement under the Yan Hua IOT Agreement is subject to approval by the Shareholders who do not have a material interest in the Yan Hua IOT Agreement and the transactions contemplated thereunder every three years since the Listing Date.

The Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) has been extended by the Shareholders who do not have a material interest in the Yan Hua IOT Agreement and the transactions contemplated thereunder for the second three-year period since the Listing Date from November 23, 2016 to November 22, 2019 at the extraordinary general meeting held on October 31, 2016. Given the term of the Yan Hua Hospital Investment Management Agreement under the Yan Hua IOT Agreement is subject to approval by the Shareholders who do not have a material interest in the Yan Hua IOT Agreement and the transactions contemplated thereunder every three years since the Listing Date, the Company intends to continue the Yan Hua Hospital Investment Management Agreement and the arrangements contemplated thereunder and proposes to extend the Yan Hua Hospital Investment Management Agreement under the Yan Hua IOT Agreement for the third three-year period from November 23, 2019 to November 22, 2022.

LETTER FROM THE BOARD

The terms of the Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) remain unchanged and the principal terms of the Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) are as follows:

(1) Date:

February 2008

(2) Parties:

- (i) CR Hospital Management & Consulting;
- (ii) Yan Hua Hospital; and
- (iii) Yan Hua Phoenix.

(3) Term

The term of the Yan Hua Hospital Investment Management Agreement under the Yan Hua IOT Agreement is from February 1, 2008 to July 17, 2055, which is subject to approval by the Shareholders who do not have a material interest in the Yan Hua IOT Agreement and the transactions contemplated thereunder every three years since the Listing Date.

(4) Nature and scope of transaction

Pursuant to the Yan Hua IOT Agreement, CR Hospital Management & Consulting has agreed to:

- (i) pay Yan Hua Phoenix the Consideration of an amount of RMB72 million, which was paid by CR Hospital Management & Consulting prior to 2011 for the right to manage Yan Hua Hospital and to receive the Management Fees from Yan Hua Hospital Group until July 17, 2055; and
- (ii) invest the Investment of a total of RMB150 million into Yan Hua Hospital Group prior to 2015 to support the long-term development of Yan Hua Hospital Group. As at the Latest Practicable Date, CR Hospital Management & Consulting had made an aggregate of RMB150 million of the Investment.

Pursuant to the Yan Hua IOT Agreement and as disclosed in the Prospectus, certain services were provided to Yan Hua Hospital Group, including management and consulting services, brand building, financial support, human resources and academic research support, and improvement of medical facilities and information technology systems. According to the Yan Hua IOT Agreement, Yan Hua Hospital and Yan Hua Phoenix shall not negotiate with any third party regarding hospital management services without the Group's prior consent.

LETTER FROM THE BOARD

Management Fee Structure

Details of the Management Fee Formula (as defined below) remain unchanged as follows:

Pursuant to the Yan Hua IOT Agreement and as disclosed in the Prospectus, the Group is entitled to receive the Management Fees from Yan Hua Hospital Group for the services provided under the Yan Hua IOT Agreement. The calculation of annual Management Fees is based on the following formula (the “**Management Fee Formula**”): a fixed percentage of the first RMB150 million of the annual revenue of Yan Hua Hospital Group (the “**Base Management Fee**”) (which will be paid in one lump sum at the end of each year), plus a higher fixed percentage of the annual revenue in excess of RMB150 million (the “**Incentive Fee**”) (which is estimated and prepaid on a quarterly basis) less the amount of the relevant Investment Repayment (which will be repaid to us in equal annual installments over the tenure of management). The Management Fee Formula, the Consideration and the Investment are all part of the key terms under the Yan Hua IOT Agreement pursuant to which the Group acquired the right to manage Yan Hua Hospital Group until July 17, 2055. In determining the Management Fee Formula, the Company has taken into account:

- (i) the expected costs of the Group (including labour costs and administrative costs) for providing the management services to Yan Hua Hospital Group;
- (ii) the investment return for the Group on the Consideration of RMB72 million and the Investment of RMB150 million; and
- (iii) the expected growth and prospects of Yan Hua Hospital Group.

The term of the Yan Hua Hospital Investment Management Agreement under the Yan Hua IOT Agreement, which is subject to approval by the Shareholders who do not have a material interest in the Yan Hua IOT Agreement and the transactions contemplated thereunder every three years since the Listing Date, would not affect the Investment Repayment schedule. In any given period, the Management Fees that the Company is entitled to should not exceed the Yan Hua Hospital Group’s net income before taxation and the Investment Repayment. At the end of each year, after the total Management Fees have been determined based on Yan Hua Hospital Group’s results of operations, the quarterly Incentive Fee that have already been paid in that year are credited towards such amount, and any remaining balance is settled between Yan Hua Hospital Group and the Group. If the total amount of the Base Management Fee and the Incentive Fee is lower than the aggregate amount of the quarterly Incentive Fees that have already been paid in that year, the Group is obligated to return the excess amount to Yan Hua Hospital Group. Pursuant to the Yan Hua IOT Agreement, CR Hospital Management & Consulting has agreed to compensate Yan Hua Hospital Group for losses incurred by Yan Hua Hospital Group in any calendar year such that Yan Hua Hospital Group would break even in that calendar year by setting off the compensation against the Management Fees in that calendar year. If the Management Fees in that year are insufficient, the compensation will be set off against the Management Fees in subsequent years until the loss is fully compensated. As at the Latest Practicable Date, CR Hospital Management & Consulting has not paid any such compensation to Yan Hua Hospital Group. Yan Hua Hospital Group has entered into an

LETTER FROM THE BOARD

undertaking to CR Hospital Management & Consulting dated November 18, 2013 that it will not enforce the right to loss top-up payment from CR Hospital Management & Consulting as long as the Yan Hua IOT Agreement remains in force.

Consideration, Investment amounts and Investment Repayment

As at the Latest Practicable Date, the Consideration had been paid in full. The carrying amount of such initial investment (the “**Carrying Amount**”) under the Yan Hua IOT Agreement is determined as if the Consideration is amortized equally over the IOT term of 48 years. Yan Hua Phoenix has undertaken to reimburse CR Hospital Management & Consulting the Carrying Amount upon termination or discontinuation of the Yan Hua IOT Agreement. Ms. Xu Jie and her daughter Ms. Xu Xiaojie have jointly and severally guaranteed the performance of the above undertaking. As at the Latest Practicable Date, the carrying amount of the intangible assets and receivables related to the initial investment for acquisition of the management right of Yan Hua Hospital paid to Yan Hua Phoenix was approximately RMB158 million and RMB32.5 million, respectively.

CR Hospital Management & Consulting had made the Investment, which is repayable, in Yan Hua Hospital Group of an aggregate amount of RMB150 million as at the Latest Practicable Date.

Pursuant to the Yan Hua IOT Agreement, CR Hospital Management & Consulting agreed to invest the Investment of a total amount of RMB150 million by tranches into Yan Hua Hospital Group. Each tranche of the Investment that is paid will be repaid by Yan Hua Hospital Group to CR Hospital Management & Consulting in equal installments annually from the year after the payment until the end of the term of the Yan Hua IOT Agreement. CR Hospital Management & Consulting has paid all the Investment prior to 2015 and the fixed amount of the Investment Repayment since 2015 is RMB3.6 million each year. Since 2015 and up to the Latest Practicable Date, the aggregate amount of Investment Repayment made by Yan Hua Hospital Group was approximately RMB14.5 million. The discontinuation or termination of the Yan Hua IOT Agreement would not affect the Investment Repayment schedule.

Loss top-up obligations

Details of the loss top-up obligations remain unchanged as follows:

As disclosed in the Prospectus, pursuant to the Yan Hua IOT Agreement, CR Hospital Management & Consulting had agreed to compensate Yan Hua Hospital Group of any losses incurred by Yan Hua Hospital Group in any calendar year such that Yan Hua Hospital Group would break even in that calendar year by setting off the compensation against the Management Fees in that calendar year. If the Management Fees in that year is insufficient, the compensation will be set off against the Management Fees in subsequent years until the loss is fully compensated.

LETTER FROM THE BOARD

As at the Latest Practicable Date, CR Hospital Management & Consulting had not paid any such compensation to Yan Hua Hospital. In any event, Yan Hua Hospital Group and Yan Hua Phoenix have signed an undertaking dated the date of the Prospectus that they will not enforce any loss top-up payment from CR Hospital Management & Consulting for as long as the Yan Hua IOT Agreement remains in force.

(5) Yan Hua Hospital Group's executive committee

As disclosed in the Prospectus, Yan Hua Hospital's executive committee (燕化醫院集團理事會) consists of five members, four of whom are appointed by Yan Hua Phoenix and one of whom is elected by an employee committee (職工代表大會). The executive committee exercises key decision-making powers over important business decisions at Yan Hua Hospital Group, such as the approval of annual hospital budgets and major investments, the establishment of new departments and the hiring of key personnel. Each member of the executive committee has one vote. Matters before the executive committee are decided by a simple majority of the executive committee.

INFORMATION ABOUT THE GROUP

The Company is a limited liability company incorporated in the Cayman Islands and its Shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the provision of general hospital services, hospital management services and group purchasing organisation business in PRC.

INFORMATION ABOUT YAN HUA HOSPITAL GROUP

Yan Hua Hospital Group includes Yan Hua Hospital (a not-for-profit Grade III general hospital in Beijing), Xingcheng Hospital (a branch of Yan Hua Hospital), and certain affiliated community clinics. Yan Hua Hospital has remained a not-for-profit medical institution after its privatization, as it is accredited as a regional medical center by the Fangshan District government and is entrusted with significant public health and contingency planning responsibilities. Yan Hua Hospital is a Medical Insurance Designated Medical Institution in Beijing.

As the Latest Practicable Date, the sponsor for Yan Hua Hospital is Yan Hua Phoenix and, according to the National Enterprise Credit Information Publicity System of the State Administration for Market Regulation of the People's Republic of China, Yan Hua Phoenix's ultimate controlling shareholder is Ms. Xu Jie. Ms. Xu Jie used to be a controlling shareholder and an executive Director of the Company.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS CONTEMPLATED UNDER THE YAN HUA IOT AGREEMENT AND THE YAN HUA HOSPITAL INVESTMENT MANAGEMENT AGREEMENT

The Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) entitles the Group to significant control and influence over Yan Hua Hospital Group's management and development strategy, which allows sharing of medical equipments, facilities, technologies, human resources, and other resources between

LETTER FROM THE BOARD

Yan Hua Hospital Group and the Group's other medical institutions. The Board is of the view that the terms of each of the Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement), were entered into after arm's length negotiation, are on normal commercial terms and in the ordinary and usual course of business of the Company and are in the interests of the Company and the Shareholders as a whole.

UPDATE ON YAN HUA IOT AGREEMENT LITIGATION

Reference is made to the Agreement Dispute Announcements in relation to the Yan Hua IOT Agreement dispute. The Company wishes to update the Shareholders of the latest progress of the civil claim statement against Yan Hua Phoenix and Yan Hua Hospital in relation to the Yan Hua IOT Agreement dispute to Beijing Second Intermediate People's Court on April 17, 2019 as follows:

The Group has submitted the civil claim statement against Yan Hua Phoenix and Yan Hua Hospital in relation to the Yan Hua IOT Agreement dispute to Beijing Second Intermediate People's Court on April 17, 2019 and as at the Latest Practicable Date, the court had not yet notified the date of hearing. The Company shall make further announcement(s) in respect of the Yan Hua IOT Agreement dispute as and when appropriate according to the Listing Rules.

LISTING RULES IMPLICATION

Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) and transaction contemplated thereunder do not constitute notifiable transaction under Chapter 14 of the Listing Rules.

According to the National Enterprise Credit Information Publicity System of the State Administration for Market Regulation of the People's Republic of China, Yan Hua Phoenix's ultimate controlling shareholder is Ms. Xu Jie, who used to be a controlling shareholder and an executive Director of the Company. To the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, Yan Hua Hospital Group, Yan Hua Phoenix and Ms. Xu Jie are currently third parties independent of the Company and connected persons of the Company and Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) and transactions contemplated thereunder do not constitute connected transaction under Chapter 14A of the Listing Rules.

To the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, all Shareholders are Shareholders who do not have a material interest in the Yan Hua IOT Agreement (including the Yan Hua Hospital Investment Management Agreement) and the transactions contemplated thereunder and no Shareholders is required to abstain from voting. An ordinary resolution will be proposed at the EGM to seek for approval for the continuation of the Yan Hua Hospital Investment Management Agreement for the third three-year period since the Listing Date from November 23, 2019 to November 22, 2022.

LETTER FROM THE BOARD

EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 12 to 13 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 EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM 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 EGM (i.e. not later than 10:00 a.m. on Saturday, November 16, 2019 (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 EGM should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually 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.

RECOMMENDATION

The Directors consider that the approval for the continuation of Yan Hua Hospital Investment Management Agreement is in the interest of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) 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 Monday, November 18, 2019 at Renkang Hall, 14/F, Kunlun Center, No.9 Fuyi Street, Fengtai District, Beijing, the People’s Republic of China for the purposes of considering, if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the continuation of the Yan Hua Hospital Investment Management Agreement (as defined in the circular of the Company dated October 30, 2019 (the “**Circular**”)) (copy of the Yan Hua Hospital Investment Management Agreement has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) for the period from November 23, 2019 to November 22, 2022 be and are hereby approved; and
- (b) any one of the directors of the Company be and is hereby authorized to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such agreements, deeds, instruments and any other documents (and, where required, under the common seal of the Company in accordance with the Articles of Association of the Company) and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the continuation of the Yan Hua Hospital Investment Management Agreement and any of the transactions contemplated thereunder.”

Yours faithfully,

For and on behalf of the Board

China Resources Medical Holdings Company Limited

Cheng Libing

Executive Director & Chief Executive Officer

Beijing, October 30, 2019

NOTICE OF EGM

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 Saturday, November 16, 2019 (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 Wednesday, November 13, 2019 to Monday, November 18, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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, November 12, 2019.
4. All the resolution set out in this notice shall be decided by poll.