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華潤醫藥集團有限公司

China Resources Pharmaceutical Group Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 3320)

CONNECTED TRANSACTION
FORMATION OF FUND

The Board is pleased to announce that on 29 October 2025, CR Pharm (Shantou) (as a General Partner), CR Double-Crane (as a Limited Parter) and CR Pharmaceutical Investment (as a Limited Parter), each being a subsidiary of the Company, have entered into the Limited Partnership Agreement with the other Partners in relation to the establishment of the Fund with a proposed size of RMB500 million, which will be principally engaged in investments in high-growth enterprises in the fields of synthetic biology, innovative drugs and biotechnology. The proposed aggregate capital commitment of the Group will amount to RMB123 million, representing approximately 24.6% of the total capital commitment in the Fund. Upon establishment, the Fund will not be accounted for as a subsidiary of the Company. Shenzhen CR Capital will be entrusted as the fund manager of the Fund.

As at the date of this announcement, one of the Partners, Hanwei Huayou Shantou, is a wholly-owned subsidiary of CR Investment (Tianjin), which is ultimately owned by CRH, a controlling shareholder of the Company. Accordingly, Hanwei Huayou Shantou is a connected person of the Company and the Limited Partnership Agreement and the transaction contemplated thereunder constitute a connected transaction for the Company pursuant to Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the establishment of the Fund exceed 0.1% but are all less than 5%, the Limited Partnership Agreement and the transaction contemplated thereunder are only subject to reporting and announcement requirement, but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Reference is made to the announcement made by the Company on 12 August 2025 in relation to, among other things, the proposed formation of the Fund.

The Board is pleased to announce that on 29 October 2025, CR Pharm (Shantou) (as a General Partner), CR Double-Crane (as Limited Parter) and CR Pharmaceutical Investment (as Limited Parter), each being a subsidiary of the Company, have entered into the Limited Partnership Agreement with the other Partners in relation to the establishment of the Fund with a proposed size of RMB500 million, which will be principally engaged in investments in high-growth enterprises in the fields of synthetic biology, innovative drugs and biotechnology. The proposed aggregate capital commitment of the Group will amount to RMB123 million, representing approximately 24.6% of the total capital commitment in the Fund. Upon establishment, the Fund will not be accounted for as a subsidiary of the Company. Shenzhen CR Capital will be entrusted as the fund manager of the Fund.

FORMATION OF THE FUND

The principal terms of the Limited Partnership Agreement are as follows:

(1) Date

29 October 2025

(2) Parties

(a) General Partners:

(i) CR Pharm (Shantou), a subsidiary of the Company;

(ii) Hanwei Huayou Shantou, a subsidiary of CRH;

(b) Limited Partners:

   (i) CR Double-Crane, a subsidiary of the Company;

   (ii) CR Pharmaceutical Investment, a subsidiary of the Company;

   (iii) Inner Mongolia Jinfeng;

   (iv) Inner Mongolia Guanshi; and

   (v) SLP.

To the best of the Directors' knowledge and information having made reasonable enquiries, Inner Mongolia Jinfeng, Inner Mongolia Guanshi and SLP and their respective ultimate beneficial owners are independent third parties of the Company.

(3) Purpose of the Fund

It is intended that the Fund will be principally engaged in investments in high-growth enterprises in the fields of synthetic biology, innovative drugs and biotechnology. The Fund is expected to enrich the Group's investment channels in the synthetic biology industry, promote innovation incubation, accelerate product and technology cooperation, and obtain interests in commercialized products.

(4) Duration of the Fund

The duration of the Fund will be eight years, with four years of investment period ("**Investment Period**") and four years of management exit period ("**Exit Period**"). After the end of Exit Period, the duration of the Fund may be extended for one year with the approval of the Partners' meeting. After the expiration of the above-mentioned extended period, if the Fund requires further extension, such extension shall be determined at the Partners' meeting, subject to compliance with regulatory provisions and relevant regulations on state-owned enterprise fund management in effect at that time.

(5) Management of the Fund

Shenzhen CR Capital will be entrusted as the fund manager of the Fund. CR Pharm (Shantou) and Hanwei Huayou Shantou will act as the general partners and executive partners of the Fund.

The Fund will establish an investment committee comprising of five members, of which Shenzhen CR Capital as entrusted fund manager has the right to nominate two members, Inner Mongolia Financial Investment Group Co., Ltd. (內蒙古金融投資集團有限公司, which wholly owns Inner Mongolia Jinfeng) has the right to nominate one member, Hohhot Economic and Technological Development Zone (being the actual controller of Inner Mongolia Guanshi) has the right to nominate two members, and Office of the Promotion Group for the Hohhot Biomedical Industry Cluster Special Class (Hohhot Science and Technology Bureau) (呼和浩特生物醫藥產業集群專班推進組辦公室(呼和浩特市科學技術局), which represents and coordinates with the other Partners on behalf of the Hohhot Municipal People's Government as the agency for the service support of the biomedical industry designated by the Hohhot Municipal People's Government. The Hohhot Municipal People's Government is the ultimate controller which manages Inner Mongolia Jinfeng) has the right to nominate one observer; such nominees will become members and/or observer (as the case may be) of the investment committee after being approved by Shenzhen CR Capital as entrusted fund manager. The observer does not have the right to vote, but has the right to attend the meetings of the investment committee, and can put forward opinions and suggestions on investment areas, investment directions, investment industries, investment projects and other matters. Resolutions of the investment committee shall be approved unanimously by all investment committee members (including conditional approval) to be effectively adopted.

The Partners' meeting may be convened by the executive general partner or by Partners (excluding any defaulting Partner(s)) holding more than 30% of capital contribution in aggregate by notifying the executive general partner. The Partners' meeting will be responsible for reviewing and amending legal documents such as the Limited Partnership Agreement, extending the term of Fund, deciding on changes in Partners, fund manager and custodian banks, and deciding on the dissolution and liquidation of the partnership. All matters to be considered shall be voted on in accordance with the resolution thresholds to be agreed in the Limited Partnership Agreement. Each Partner shall exercise voting rights according to its capital contribution amount.

(6) Capital commitment

The size of the Fund will be RMB500 million, of which contribution from the Partners will be as follows:

(a) General Partners:

(i) CR Pharm (Shantou): RMB4.0 million;

(ii) Hanwei Huayou Shantou: RMB1.0 million;

(b) Limited Partners:

(i) CR Double-Crane: RMB83.0 million;

(ii) CR Pharmaceutical Investment: RMB36.0 million;

(iii) Inner Mongolia Jinfeng: RMB200.0 million;

(iv) Inner Mongolia Guanshi: RMB175.0 million; and

(v) SLP: RMB1.0 million.

The aggregate capital commitment of the Group to the Fund will be RMB123 million.

Pursuant to the Limited Partnership Agreement, each of the Partners shall make corresponding monetary contribution after receipt of the capital contribution notice issued by the executive general partners of the Fund.

The capital commitment was determined after arm's length negotiations between the parties with reference to their respective interests in the Fund as well as the investment objective of the Fund. The Group will finance its capital commitment by internal resources.

(7) Management Fees

During the Investment Period, the management fees will be charged at 1.0% per annum on the Fund's accumulated investment amount that has not been withdrawn as of the end of the following year. During the Exit Period, the management fees will be charged at 0.5% per annum on the Fund's accumulated investment amount that has not been withdrawn as of the end of the following year. No management fees will be charged during extended periods.

REASONS FOR AND BENEFITS OF THE TRANSACTION

One of the strategic development directions of the Group is synthetic biology, and through the establishment of the Fund, the Group aims to form a synthetic biology industrialization platform in Hohhot, optimizing the Group's strategic positioning in such key area. In addition, by leveraging the synergistic advantages of industrial development in Hohhot, the Group expects the Fund will accomplish objectives such as enriching its investment channels in the synthetic biology industry, promoting innovation incubation, accelerating product and technology cooperation, and obtaining interests in commercialized products. Upon formation of the Fund, the Fund will be accounted for as an equity investment in the consolidated financial statements of the Company.

The terms of the Limited Partnership Agreement are made after arm's length negotiation among the parties. The Directors (including the independent non-executive Directors) consider that the terms of the Limited Partnership Agreement are on normal commercial terms and fair and reasonable, and the establishment of the Fund is in the interest of the Company and its Shareholders as a whole.

None of the Directors had a material interest in the establishment of the Fund nor had abstained from voting at the relevant board resolutions.

INFORMATION OF THE PARTIES

The Group

CR Pharm (Shantou) is a wholly-owned subsidiary of the Company, and is principally engaged in entrusted management of equity investment fund, equity investment, investment in industrial projects and investment consulting.

CR Double-Crane is a non-wholly-owned subsidiary of the Company, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600062). It is principally engaged in research and development, production, and sales for pharmaceutical products.

CR Pharmaceutical Investment is a wholly-owned subsidiary of the Company, and is an investment holding company.

Hanwei Huayou Shantou

Hanwei Huayou Shantou is a wholly-owned subsidiary of CRH, and is principally engaged in equity investment, investment in industrial projects and investment consulting.

Inner Mongolia Jinfeng

Inner Mongolia Jinfeng is a wholly-owned subsidiary of Inner Mongolia Financial Investment Group Co., Ltd. (內蒙古金融投資集團有限公司), which is an important municipal state-owned enterprise of the Hohhot Municipal People's Government. Inner Mongolia Jinfeng is principally engaged in investment and asset management, venture capital, professional financing consulting and consulting services.

Inner Mongolia Guanshi

Inner Mongolia Guanshi is established and owned by the Finance Bureau of Hohhot Economic and Technological Development Zone (呼和浩特經濟技術開發區財政金融局), and is principally engaged in investment and asset management, financing advisory services and consulting services.

IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, one of the Partners, Hanwei Huayou Shantou, is a wholly-owned subsidiary of CR Investment (Tianjin), which is ultimately owned by CRH, a controlling shareholder of the Company. Accordingly, Hanwei Huayou Shantou is a connected person of the Company and the Limited Partnership Agreement and the transaction contemplated thereunder constitute a connected transaction for the Company pursuant to Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the establishment of the Fund exceed 0.1% but are all less than 5%, the Limited Partnership Agreement and the transaction contemplated thereunder are only subject to reporting and announcement requirement, but are exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"Company"	China Resources Pharmaceutical Group Limited, a company incorporated in Hong Kong with limited liability;
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules;
"controlling shareholder"	has the meaning ascribed thereto under the Listing Rules;
"CR Double-Crane"	China Resources Double-Crane Pharmaceutical Company Limited (華潤雙鶴藥業股份有限公司), a company established in the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600062) and a subsidiary of the Company;
"CR Investment (Tianjin)"	China Resources Investment (Tianjin) Company Limited (華潤投資創業(天津)有限公司), a company established in the PRC and wholly controlled by CRH;

"CR Pharm (Shantou)"	China Resources Pharmaceutical Equity Investment Fund Management (Shantou) Company Limited (華潤醫藥股權投資基金管理(汕頭)有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company;
"CR Pharmaceutical Investment"	China Resources Pharmaceutical Investment Company Limited (華潤醫藥投資有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company;
"CRH"	China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, and a controlling shareholder of the Company;
"Director(s)"	the director(s) of the Company;
"Fund"	China Resources Double-Crane Biomedical Industry Fund (Hohhot) Investment Partnership (Limited Partnership) (華潤雙鶴生物醫藥產業基金投資(呼和浩特)合夥企業(有限合夥))*, a limited liability partnership to be established in the PRC pursuant to the Limited Partnership Agreement;
"General Partner(s)"	CR Pharm (Shantou) and Hanwei Huayou Shantou;
"Group"	the Company and its subsidiaries;
"Hanwei Huayou Shantou"	Hanwei Huayou Equity Investment Shantou Co., Ltd. (漢威華酉股權投資汕頭有限公司), a limited liability company established in the PRC and a subsidiary of CRH;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Inner Mongolia Guanshi"	Inner Mongolia Guanshi Investment Group Co., Ltd (內蒙古冠世投資集團有限公司), a limited liability company established in the PRC and an independent third party;
"Inner Mongolia Jinfeng"	Inner Mongolia Jinfeng Investment Management Co., Ltd (內蒙古金豐投資管理有限公司), a limited liability company established in the PRC and an independent third party;
"Limited Partner(s)"	CR Pharmaceutical Investment, CR Double-Crane, Inner Mongolia Guanshi, Inner Mongolia Jinfeng and SLP;
"Limited Partnership Agreement"	a limited partnership agreement entered into among the Partners in relation to the establishment of the Fund;
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange;
"Partner(s)"	General Partner(s) and Limited Partner(s), or each of them;
"PRC"	the People's Republic of China, excluding, for the purposes of this announcement only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
"RMB"	Renminbi, the lawful currency of the PRC;
"Shareholder(s)"	shareholder(s) of the Company;

"Shenzhen CR Capital"	Shenzhen China Resources Capital Equity Investment Co., Ltd. (深圳市華潤資本股權投資有限公司), a limited liability company established in the PRC and a subsidiary of CRH;
"SLP"	Hohhot Runqinghexiang Industrial Investment Partnership (Limited Partnership) (呼和浩特潤青鶴翔產業投資合夥企業(有限合夥))*, an employee investment platform and the special limited partner of the Fund;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"subsidiary"	has the meaning ascribed thereto under the Listing Rules.

* *The respective names of the Fund and the SLP remains subject to the relevant industry and commerce administration registration in the PRC and may be subject to change.*

For ease of reference, the names of the PRC established companies or entities have been included in this announcement in both the Chinese and English languages, and in the event of any inconsistency, the Chinese versions shall prevail.

By order of the Board
China Resources Pharmaceutical Group Limited
Mr. Bai Xiaosong
Chairman

PRC, 30 October 2025

As at the date of this announcement, the Board comprises Mr. Bai Xiaosong as chairman and executive director of the Company; Mr. Cheng Jie and Mr. Liu Changan as executive directors of the Company; Mdm. Guo Wei, Mr. Sun Yongqiang, Mr. Wang Yuhang, Mr. Guo Chuan and Mdm. Jiao Ruifang as non-executive directors of the Company and Mdm. Chiu Mun Wai, Mr. Fu Tingmei, Mr. Zhang Kejian and Mr. Shi Luwen as independent non-executive directors of the Company.