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北京市春立正達醫療器械股份有限公司

**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1858)**

### **DISCLOSEABLE TRANSACTIONS**

**(I) SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS WITH  
BANK OF BEIJING (FANGZHUANG BRANCH)**

**(II) SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS WITH  
BANK OF BEIJING (DAXING BRANCH)**

**(III) SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS WITH  
CHINA CONSTRUCTION BANK (DAXING BRANCH)**

#### **SUBSCRIPTION OF STRUCTURED DEPOSIT PRODUCTS**

We refer to the announcement of the Company dated 26 January 2022 (the “**Announcement**”) in relation to, among other things, the subscription for structured deposit product of the Bank of Beijing (Fangzhuang Branch) by the Company. As disclosed in the Announcement, on 25 January 2022, the Company entered into the BOJ (Fangzhuang) Structured Deposit Products Agreement 1 and agreed to subscribe for the structured deposit products of the Bank of Beijing (Fangzhuang Branch) with a total amount of RMB120 million by using its temporary idle proceeds from the public issuance of A Shares. On 28 April 2022, the Company entered into (i) the BOJ (Fangzhuang) Structured Deposit Products Agreement 2 and agreed to subscribe for the structured deposit products of the Bank of Beijing (Fangzhuang Branch) with a total amount of RMB120 million by using its temporary idle proceeds from the public issuance of A Shares and its internal resources; (ii) the BOJ (Daxing) Structured Deposit Products Agreement and agreed to subscribe for the structured deposit products of the Bank of Beijing (Daxing Branch) with a total amount of RMB250 million by using its temporary idle proceeds from the public issuance of A Shares; and (iii) the CCBC Structured Deposit Products Agreement and agreed to subscribe for the structured deposit products of China Construction Bank (Daxing Branch) with a total amount of RMB250 million by using its temporary idle proceeds from the public issuance of A Shares.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of each of the transactions under the BOJ (Fangzhuang) Structured Deposit Products Agreement 1, the BOJ (Fangzhuang) Structured Deposit Products Agreement 2, BOJ (Daxing) Structured Deposit Products Agreement and CCBC Structured Deposit Products Agreement in aggregate exceeds 5% but are below 25%, such transactions constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **INTRODUCTION**

We refer to the Announcement in relation to, among other things, the subscription for structured deposit product of the Bank of Beijing (Fangzhuang Branch) by the Company. As disclosed in the Announcement, on 25 January 2022, the Company entered into the BOJ (Fangzhuang) Structured Deposit Products Agreement 1 and agreed to subscribe for the structured deposit products of the Bank of Beijing (Fangzhuang Branch) with a total amount of RMB120 million by using its temporary idle proceeds from the public issuance of A Shares. On 28 April 2022, the Company entered into (i) the BOJ (Fangzhuang) Structured Deposit Products Agreement 2 and agreed to subscribe for the structured deposit products of the Bank of Beijing (Fangzhuang Branch) with a total amount of RMB120 million by using its temporary idle proceeds from the public issuance of A Shares and its internal resources; (ii) the BOJ (Daxing) Structured Deposit Products Agreement and agreed to subscribe for the structured deposit products of the Bank of Beijing (Daxing Branch) with a total amount of RMB250 million by using its temporary idle proceeds from the public issuance of A Shares; and (iii) the CCBC Structured Deposit Products Agreement and agreed to subscribe for the structured deposit products of China Construction Bank (Daxing Branch) with a total amount of RMB250 million by using its temporary idle proceeds from the public issuance of A Shares.

## THE BOJ (FANGZHUANG) STRUCTURED DEPOSIT PRODUCTS AGREEMENT 2

The major terms of the BOJ (Fangzhuang) Structured Deposit Products Agreement 2 are set out below:

<b>Date:</b>	28 April 2022								
<b>Parties:</b>	(1) the Company; and  (2) the Bank of Beijing (Fangzhuang Branch)								
<b>Product name:</b>	EUR/USD Fixed-day Observation Interval Structured Deposits* (歐元/美元固定日觀察區間型結構性存款)								
<b>Type of investment return of the product:</b>	Principal-guaranteed with floating return								
<b>Principal amount:</b>	RMB120 million								
<b>Term of the product:</b>	120 days commencing from 5 May 2022 to 2 September 2022								
<b>Product linked and expected annualized rate of return:</b>	<table><tr><td>Pegging indicator:</td><td>EUR/USD rate set by BFIX: Bloomberg FX Fixings</td></tr><tr><td>Initial price:</td><td>Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022</td></tr><tr><td>Observed price:</td><td>Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022</td></tr><tr><td>Annualized rate of return:</td><td>1.35% or 3.04%</td></tr></table>	Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings	Initial price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022	Observed price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022	Annualized rate of return:	1.35% or 3.04%
Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings								
Initial price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022								
Observed price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022								
Annualized rate of return:	1.35% or 3.04%								
<b>Principle for calculation of return:</b>	Daily rate of return = annual rate of return/365								
<b>Termination and redemption:</b>	The BOJ (Fangzhuang) Structured Deposit Products Agreement 2 shall be performed within the agreed period and the Company has no right of early termination or redemption. The Bank of Beijing (Fangzhuang Branch) has the right of early termination due to force majeure.								

## THE BOJ (DAXING) STRUCTURED DEPOSIT PRODUCTS AGREEMENT

The major terms of the BOJ (Daxing) Structured Deposit Products Agreement are set out below:

<b>Date:</b>	28 April 2022								
<b>Parties:</b>	(1) the Company; and (2) the Bank of Beijing (Daxing Branch)								
<b>Product name:</b>	EUR/USD Fixed-day Observation Interval Structured Deposits* (歐元/美元固定日觀察區間型結構性存款)								
<b>Type of investment return of the product:</b>	Principal-guaranteed with floating return								
<b>Principal amount:</b>	RMB250 million								
<b>Term of the product:</b>	120 days commencing from 5 May 2022 to 2 September 2022								
<b>Product linked and expected annualized rate of return:</b>	<table><tr><td>Pegging indicator:</td><td>EUR/USD rate set by BFIX: Bloomberg FX Fixings</td></tr><tr><td>Initial price:</td><td>Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022</td></tr><tr><td>Observed price:</td><td>Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022</td></tr><tr><td>Annualized rate of return:</td><td>1.35% or 3.04%</td></tr></table>	Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings	Initial price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022	Observed price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022	Annualized rate of return:	1.35% or 3.04%
Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings								
Initial price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022								
Observed price:	Mid-rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 31 August 2022								
Annualized rate of return:	1.35% or 3.04%								
<b>Principle for calculation of return:</b>	Daily rate of return = annual rate of return/365								
<b>Termination and redemption:</b>	The BOJ (Daxing) Structured Deposit Products Agreement shall be performed within the agreed period and the Company has no right of early termination or redemption. The Bank of Beijing (Daxing Branch) has the right of early termination due to force majeure.								

## CCBC STRUCTURED DEPOSIT PRODUCTS AGREEMENT

The major terms of the CCBC Structured Deposit Products Agreement are set out below:

<b>Date:</b>	28 April 2022								
<b>Parties:</b>	(1) the Company; (2) China Construction Bank (Daxing Branch)								
<b>Product name:</b>	CCBC (Daxing Branch) Entity-targeted RMB Customised Structured Deposit* (建設銀行大興支行單位人民幣定制型結構性存款)								
<b>Type of investment return of the product:</b>	Principal-guaranteed with floating return								
<b>Principal amount:</b>	RMB250 million								
<b>Term of the product:</b>	55 days commencing from 5 May 2022 to 29 June 2022								
<b>Product linked and expected annualized rate of return:</b>	<table><tr><td>Pegging indicator:</td><td>EUR/USD rate set by BFIX: Bloomberg FX Fixings</td></tr><tr><td>Initial price:</td><td>Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022</td></tr><tr><td>Observed price:</td><td>Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 27 June 2022</td></tr><tr><td>Annualized rate of return:</td><td>1.6% – 2.888%</td></tr></table>	Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings	Initial price:	Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022	Observed price:	Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 27 June 2022	Annualized rate of return:	1.6% – 2.888%
Pegging indicator:	EUR/USD rate set by BFIX: Bloomberg FX Fixings								
Initial price:	Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 5 May 2022								
Observed price:	Current rate of EUR/USD at 3 p.m. (Tokyo time) published under the “EUR CURRENCY BFIX” on the Bloomberg’s website on 27 June 2022								
Annualized rate of return:	1.6% – 2.888%								
<b>Principle for calculation of return:</b>	Daily rate of return = annual rate of return/365								
<b>Termination:</b>	The CCBC Structured Deposit Products Agreement shall be performed within the agreed period and the Company has no right of early termination or redemption. The China Construction Bank (Daxing Branch) has the right of early termination due to force majeure.								

## **REASONS AND BENEFITS OF THE STRUCTURED DEPOSIT PRODUCTS AGREEMENTS**

The Company's subscription of the structured deposit products under the Structured Deposit Products Agreements respectively by reasonable and effective use of certain portions of its temporary idle funds (including proceeds from the public issuance of A shares) and its internal resources is beneficial for enhancing the overall capital gain of the Group, which is consistent with the core objectives of the Company to safeguard its capital and ensure liquidity. It is expected that the impact of risk factors in connection with the expected return of the above-mentioned structured deposit products is low, while the Group can enjoy a higher return compared with fixed term deposits in commercial banks in the PRC.

The Directors (including the independent non-executive Directors) are of the view that the above-mentioned Structured Deposit Products Agreements respectively are made on normal commercial terms, are fair and reasonable and in the interest of the Company and its shareholders as a whole.

## **INFORMATION OF THE PARTIES**

The Company is principally engaged in the research and development, production and sale of implantable orthopedic medical devices in PRC. Its products include joint prosthesis products and spinal products.

Bank of Beijing is a licensed bank in the PRC and a joint stock company established under the laws of the PRC, which provides corporate and personal banking business, treasury business, finance leasing, asset management and other financial services in the PRC. Its shares are listed on the Shanghai Stock Exchange (stock code: 601169). Bank of Beijing (Fangzhuang Branch) and Bank of Beijing (Daxing Branch) are branches of Bank of Beijing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Bank of Beijing and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

China Construction Bank is a joint stock commercial bank in the PRC which provides services such as accepting deposits, making loans and offering basic investment products. Headquartered in Beijing, it was listed on the Stock Exchange in October 2005 (stock code: 939) and the Shanghai Stock Exchange in September 2007 (stock code: 601939). China Construction Bank (Daxing Branch) is a branch of China Construction Bank. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, China Construction Bank and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

## **BASIS OF DETERMINATION FOR THE CONSIDERATION**

The Directors confirm that the considerations for each of the Structured Deposit Products Agreements were determined on the basis of commercial terms negotiated at arm's length between the Group and each of Bank of Beijing (Fangzhuang Branch), Bank of Beijing (Daxing Branch) and China Construction Bank (Daxing Branch) respectively, having considered the temporary idle funds (including proceeds from the public issuance of A shares) and the internal resources of the Company.

## LISTING RULES IMPLICATION

As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) of the transactions under the BOJ (Fangzhuang) Structured Deposit Products Agreement 1, the BOJ (Fangzhuang) Structured Deposit Products Agreement 2, BOJ (Daxing) Structured Deposit Products Agreement and CCBC Structured Deposit Products Agreement in aggregate exceeds 5% but are below 25%, such transactions constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements but is exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

As none of the Directors has a material interest in the subscription of above-mentioned Structured Deposit Products Agreements respectively, no Director is required to abstain from voting on the Board resolution approving the subscription of above-mentioned Structured Deposit Products Agreements.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Bank of Beijing”	Bank of Beijing Co., Ltd.* (北京銀行股份有限公司), a licensed bank in the PRC and a joint stock company established under the laws of the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601169)
“Board”	the board of Directors
“BOJ (Fangzhuang) Structured Deposit Products Agreement 1”	the entity-targeted structured deposit products agreement entered into by the Company and Bank of Beijing (Fangzhuang Branch) on 25 January 2022, pursuant to which the Company agreed to subscribe for the structured deposit products of Bank of Beijing with an amount of RMB120 million
“BOJ (Fangzhuang) Structured Deposit Products Agreement 2”	the entity-targeted structured deposit products agreement entered into by the Company and Bank of Beijing (Fangzhuang Branch) on 28 April 2022, pursuant to which the Company agreed to subscribe for the structured deposit products of Bank of Beijing with an amount of RMB120 million
“BOJ (Daxing) Structured Deposit Products Agreement”	the entity-targeted structured deposit products agreement entered into by the Company and Bank of Beijing (Daxing Branch) on 28 April 2022, pursuant to which the Company agreed to subscribe for the structured deposit products of Bank of Beijing with an amount of RMB250 million
“CCBC” or “China Construction Bank”	China Construction Bank Corporation* (中國建設銀行股份有限公司), a joint stock commercial bank in the PRC, the shares of which are listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939)

“CCBC Structured Deposit Products Agreement”	the entity-targeted structured deposit products agreement entered into by the Company and CCBC (Daxing Branch) on 28 April 2022, pursuant to which the Company agreed to subscribe for the structured deposit products of CCBC (Daxing Branch) with an amount of RMB250 million
“Company”	Beijing Chunlizhengda Medical Instruments Co., Ltd.*, a joint stock limited company incorporated in the People’s Republic of China with limited liability, with A shares listed on the STAR Market of Shanghai Stock Exchange and H Shares listed on the Main Board of the Stock Exchange
“connected person”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and/or 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
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Structured Deposit Products Agreements”	The BOJ (Fangzhuang) Structured Deposit Products Agreement 1, the BOJ (Fangzhuang) Structured Deposit Products Agreement 2, the BOJ (Daxing) Structured Deposit Products Agreement and CCBC Structured Deposit Products Agreement
“%”	per cent

By order of the Board  
**Beijing Chunlizhengda Medical Instruments Co., Ltd.\***  
**Shi Chunbao**  
*Chairman*

Beijing, the PRC, 28 April 2022

\* *For identification purposes only*

*As at the date of this announcement, the executive Directors of the Company are Mr. Shi Chunbao, Ms. Yue Shujun and Mr. Xie Feng Bao; the non-executive Director of the Company is Mr. Wang Xin; and the independent non-executive Directors of the Company are Mr. Ge Changyin, Mr. Wong Tak Shing and Mr. Weng Jie.*