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**GENERTEC UNIVERSAL MEDICAL GROUP COMPANY  
LIMITED**

**通用環球醫療集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code : 2666)**

**(1) REVISION OF THE EXISTING ANNUAL CAPS FOR  
CONTINUING CONNECTED TRANSACTIONS UNDER  
THE 2021 PRODUCT PROCUREMENT FRAMEWORK AGREEMENT  
AND THE 2023 SALES FRAMEWORK AGREEMENTS  
AND  
(2) ENTERING INTO NEW CONTINUING CONNECTED  
TRANSACTIONS**

**REVISION OF THE EXISTING CAP FOR THE 2021 PRODUCT PROCUREMENT  
FRAMEWORK AGREEMENT**

Reference is made to the Company's announcement dated 10 November 2020 in relation to, among other things, the continuing connected transactions under the 2021 Product Procurement Framework Agreement and the annual caps thereunder. On 10 November 2020, the Company and GT-PRC entered into the 2021 Product Procurement Framework Agreement, pursuant to which, the Company and/or its subsidiaries will purchase relevant products and ancillary services from GT-PRC and/or its associates.

The Company anticipated that the amount of the Existing Cap I would not be sufficient to meet the Company's growing demand in respect of product procurement for the year ending 31 December 2023. Accordingly, on 27 October 2023, the Board resolved to revise the Existing Cap I. All terms and conditions of the 2021 Product Procurement Framework Agreement will remain unchanged.

**REVISION OF THE EXISTING CAPS FOR THE 2023 SALES FRAMEWORK  
AGREEMENTS**

On 30 November 2022, Liaoning Xingye (a subsidiary of the Company) entered into the Medical Consumables Sales Framework Agreement with Shenyang Aerospace (an associate of GT-PRC), pursuant to which, Liaoning Xingye would sell medical consumables to Shenyang Aerospace from time to time in accordance with the terms thereof. On 1 January 2023, Liaoning Xingye entered into the Pharmaceuticals Sales Framework Agreement (together with the Medical Consumables Sales Framework Agreement, the “**2023 Sales Framework Agreements**”) with Shenyang Aerospace, pursuant to which, Liaoning Xingye would sell pharmaceuticals to Shenyang Aerospace from time to time in accordance with the terms thereof. At the time of entering into the 2023 Sales Framework Agreements, based on the Existing Caps II and on an aggregate basis, none of the applicable percentage ratios was more than 0.1%. Therefore, the entering into the 2023 Sales Framework Agreements was fully exempt from the reporting, announcement, circular and the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

The Company anticipated that the amount of the Existing Caps II would not be sufficient to meet the Shenyang Aerospace’s growing demand in respect of procurement of medical consumables and pharmaceuticals for the year ending 31 December 2023. Accordingly, on 27 October 2023, the Board resolved to revise the Existing Caps II. All terms and conditions of the 2023 Sales Framework Agreements will remain unchanged.

#### **ENTERING INTO THE 2023 INTERNET-RELATED FRAMEWORK AGREEMENTS**

The Board is pleased to announcement that on 27 October 2023, after trading hours, the Company and GT-PRC entered into the 2023 Internet-related Framework Agreements with a term from 27 October 2023 to 31 December 2023.

#### **LISTING RULES IMPLICATIONS**

As at the date of this announcement, GT-PRC is the controlling shareholder holding approximately 39.38% of the entire issued capital of the Company and is therefore a connected person of the Company. Shenyang Aerospace is an affiliate hospital of Aerospace Medical & Healthcare Technology Group Co., Ltd. (航天醫療健康科技集團有限公司), which in turn is a non-wholly owned subsidiary of GT-PRC. Therefore, Shenyang Aerospace is a connected person of the Company pursuant to the Listing Rules. Therefore, the transactions under the 2021 Product Procurement Framework Agreement, the 2023 Sales Framework Agreements and the 2023 Internet-related Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

#### **Revision of the Existing Cap for the 2021 Product Procurement Framework Agreement**

Pursuant to Rule 14A.54 of the Listing Rules, the Company shall re-comply with the requirements under Chapter 14A of the Listing Rules applicable to the annual caps for the continuing connected transactions under the 2021 Product Procurement Framework Agreement before the Existing Cap I is exceeded.

As one or more of the applicable percentage ratios in respect of the Revised Cap I are more than 0.1% but all of them are less than 5%, the Revised Cap I is subject to the reporting, annual review and announcement requirements but is exempt from the circular and the independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

#### **Revision of the Existing Caps for the 2023 Sales Framework Agreements**

As both of the Medical Consumables Sales Framework Agreement and the Pharmaceuticals Sales Framework Agreement are related to sales of medical consumables and pharmaceuticals by the Group to Shenyang Aerospace within a 12-month period, the transactions contemplated under these agreements should be aggregated pursuant to Rule 14A.81 of the Listing Rules. At the time of entering into the 2023 Sales Framework Agreements, based on the Existing Caps II and on an aggregate basis, none of the applicable percentage ratios was more than 0.1%. Therefore, the entering into the 2023 Sales Framework Agreements was fully exempt from the reporting, announcement, circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, with Shenyang Aerospace's growing demand of medical consumables and pharmaceuticals, the Group anticipated that the Existing Caps II would not be sufficient. Accordingly, the Board resolved to revise the Existing Caps II, and the Company is therefore required to re-comply with the requirements under Chapter 14A of the Listing Rules.

On an aggregate basis, as one or more of the applicable percentage ratios in respect of the Revised Caps II are more than 0.1% but all of them are less than 5%, the transactions contemplated under the 2023 Sales Framework Agreements and the Revised Caps II are subject to the reporting, annual review and announcement requirements but are exempt from the circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

#### **Entering into the 2023 Internet-related Framework Agreements**

As one or more of the applicable percentage ratios of the annual caps for the transactions under the 2023 Internet-related Framework Agreements will exceed 0.1% but all of which will be less than 5%, the transactions under the 2023 Internet-related Framework Agreements are subject to the reporting, annual review and announcement requirements but exempt from the circular and the independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

### **REVISION OF THE EXISTING CAP AND BASIS FOR DETERMINING THE REVISED CAP OF THE 2021 PRODUCT PROCUREMENT FRAMEWORK AGREEMENT**

Reference is made to the Company's announcement dated 10 November 2020 in relation to, among other things, the continuing connected transactions under the 2021 Product Procurement Framework Agreement and the annual caps thereunder. On 10 November 2020, the Company and GT-PRC entered into the 2021 Product Procurement Framework Agreement, pursuant to which, the Company and/or its subsidiaries will purchase relevant products and ancillary services from GT-PRC and/or its associates.

In light of the Group's demand of medical supplies, including but not limited to medical equipment and devices, medicines, consumables, reagents, etc., in the year of 2023, the Company estimates that the Existing Cap I is unable to meet the expected needs of the Group and require adjustments. Accordingly, on 27 October 2023, the Board resolved to revise the Existing Cap I.

All terms and conditions of the 2021 Product Procurement Framework Agreement will remain unchanged. For the principal terms and details of the 2021 Product Procurement Framework Agreement, please refer to the Company's announcement dated 10 November 2020.

The table below sets out the original annual caps in respect of the 2021 Product Procurement Framework Agreement and the Revised Cap I:

	Year ended/ending 31 December		
	2021	2022	2023
		(RMB' million)	
<b>Original Annual Caps</b>	12	15	18
<b>Revised Cap I</b>	N/A	N/A	89.0

The Revised Cap I was determined by the Company based on the following factors:

1. from 2021 to 2023, the Group has acquired and continued to pursue the merger and acquisition of a number of medical institutions, thus increasing the number of medical institutions cooperating with relevant connected persons within GT-PRC; and
2. the total contract amount of the Group's medical supplies for the year of 2023 is expected to increase, which is based on continuously increasing business scale of the medicals institutions involved in the relevant connected transactions.

## **THE 2023 SALES FRAMEWORK AGREEMENTS**

### ***Principal Terms of Each of the 2023 Sales Framework Agreements***

The 2023 Sales Framework Agreements include (A) the Medical Consumables Sales Framework Agreement and (B) the Pharmaceuticals Sales Framework Agreement. The principal terms of each of the 2023 Sales Framework Agreements and the existing annual caps for the transactions thereunder are set out as below:

#### **(A) Medical Consumables Sales Framework Agreement**

**Date:**

30 November 2022

**Parties:**

(1) Liaoning Xingye; and

(2) Shenyang Aerospace

**Term:**

From 30 November 2022 to 31 December 2023

**Subject matter:**

Pursuant to the Medical Consumables Sales Framework Agreement, Liaoning Xingye would sell the medical consumables as set out in the appendix thereto to Shenyang Aerospace.

**Pricing policy:**

The sale prices should be determined based on the fee scale set out in the Medical Consumables Sales Framework Agreement, which takes into account the government-guided price of relevant medical consumables. Such prices should fully comply with the applicable laws and regulations, and the terms should be no less favorable to the Company than terms offered by the Group to independent third parties.

At the time of entering into the Medical Consumables Sales Framework Agreement, it was estimated that the annual cap for the period from 30 November 2022 to 31 December 2022 and for the year ending 31 December 2023 amounted to approximately RMB 0.2 million and RMB 2.0 million, respectively, on the basis of the expected transaction amounts and demand for the medical consumables of Shenyang Aerospace.

**(B) Pharmaceuticals Sales Framework Agreement**

**Date:**

1 January 2023

**Parties:**

- (1) Liaoning Xingye; and
- (2) Shenyang Aerospace

**Term:**

From 1 January 2023 to 31 December 2023

**Subject matter:**

Pursuant to the Pharmaceuticals Sales Framework Agreement, Liaoning Xingye would sell relevant pharmaceuticals to Shenyang Aerospace.

**Pricing policy:**

The sale prices should be the price of the bid-winning drugs as published on the official website of Centralized Purchasing Website for Drugs and Medical Consumables of Liaoning Province (遼寧省藥品和醫用耗材集中採購網), pursuant to the applicable regulations and rules in the PRC.

At the time of entering into the Pharmaceuticals Sales Framework Agreement, it was estimated that the annual cap for the year ending 31 December 2023 amounted to approximately RMB 4.0 million on the basis of the expected transaction amounts and demand for the pharmaceuticals of Shenyang Aerospace.

**REVISION OF THE EXISTING CAPS AND BASIS FOR DETERMINING THE REVISED CAPS OF THE 2023 SALES FRAMEWORK AGREEMENTS**

In light of the sales volume of medical supplies in the first three quarters of 2023 and the anticipated growing demand of medical consumables and pharmaceuticals of Shenyang Aerospace in the fourth quarter of 2023, the Company estimates that the Existing Caps II are unable to meet the expected need of Shenyang Aerospace and require adjustment. Accordingly, on 27 October 2023, the Board resolved to revise the Existing Caps II.

The table below sets out the original annual caps in respect of the 2023 Sales Framework Agreements and the Revised Caps II:

<b>Medical Consumables Sales Framework Agreement</b>		<b>Pharmaceuticals Sales Framework Agreement</b>
<b>Year ended/ending 31 December</b>		
<b>2022</b>	<b>2023</b>	<b>2023</b>
		<i>(RMB' million)</i>

<b>Original Annual Caps</b>	0.2 <sup>(Note 1)</sup>	2.0	4.0
<b>Revised Caps II</b>	N/A	6.0	8.0

*Note:*

*This figure represents the cap in respect of the Medical Consumables Sales Framework Agreement for the period from 30 November 2022 to 31 December 2022.*

The Revised Caps II were determined by the Company based on the positive trend in Shenyang Aerospace's demand for medical supplies including medical consumables and pharmaceuticals.

## **THE 2023 INTERNET-RELATED FRAMEWORK AGREEMENTS**

### ***Principal Terms of Each of the 2023 Internet-related Framework Agreements***

The 2023 Internet-related Framework Agreements include (A) the 2023 Internet-related Procurement Framework Agreement and (B) the 2023 Internet-related Sales Framework Agreement. The principal terms of each of the 2023 Internet-related Framework Agreements and the annual caps for the transactions thereunder are set out as below:

#### **(A) The 2023 Internet-related Procurement Framework Agreement**

**Parties:** GT-PRC and the Company

**Major terms:** The Company entered into the 2023 Internet-related Procurement Framework Agreement with GT-PRC on 27 October 2023, pursuant to which the Company and/or its subsidiaries will purchase relevant digitalization products and/or services from GT-PRC and/or its associates. The major terms of the 2023 Internet-related Procurement Framework Agreement are as follows:

- GT-PRC and/or its associates will sell various kinds of digitalization products and/or services, digital infrastructure, and unified management system construction including but not limited to data center, office end-use devices, office infrastructure, customized development of data services and internet platform development services, to the Company and/or its subsidiaries;
- the Company and/or its subsidiaries and GT-PRC and/or its associates will enter into separate agreements which prescribe specific terms and conditions for the procurement of specific products and/or services; and
- the 2023 Internet-related Procurement Framework Agreement will come into effect from 27 October 2023 until 31 December 2023 and may be renewed by mutual consent.

**Pricing policy:** Purchase prices of relevant products/services provided by GT-PRC and/or its associates should be determined based on the production costs or trade costs/labor costs (as the case may be) of the relevant products/services plus a premium determined through arm's length negotiation. Such prices should not be higher than: (i) comparable market price; and (ii) (if a comparable market price is not available) the production costs or trade costs/labor costs (as the case may be) of the relevant products/ services plus a premium determined through arm's length negotiation, in each case, having regard to the Company's internal control measures so as to ensure that terms are no less favorable to the Company than terms available to the Group offered by independent third parties.

**Annual caps:** For the period from 27 October 2023 to 31 December 2023, the total amount payable by the Group for products/services procurement from GT-PRC and/or its associates is not expected to exceed RMB59.0 million.

**Basis of annual caps:** The above annual cap is based on the following factors: (i) the expected transaction amounts for the procurement of digitalization products and services, digital infrastructure, and unified management system construction, including but not limited to data center, office end-use devices, official infrastructure, customized development of data services and internet platform development services by the Company from GT-PRC and its associates in 2023; and (ii) the Group's high demand for internet techniques and service, and its expectation on achieving high-quality development of the medical sector and grasp the initiative of digital transformation.

## **(B) The 2023 Internet-related Sales Framework Agreement**

**Parties:** The Company and GT-PRC

**Major terms:** The Company entered into the 2023 Internet-related Sales Framework Agreement with GT-PRC on 27 October 2023, pursuant to which the Company and/or its subsidiaries will provide relevant digitalization products and/or services to GT-PRC and/or its associates. The major terms of the 2023 Internet-related Sales Framework Agreement are as follows:

- the Company and/or its subsidiaries will provide various kinds of digitalization products and/or services, including but not limited to data center intellectual property and internet platform, to GT-PRC and/or its associates;
- GT-PRC and/or its associates and the Company and/or its subsidiaries will enter into separate agreements which prescribe specific terms and conditions for the procurement of specific products and/or services; and
- the 2023 Internet-related Sales Framework Agreement will come into effect from 27 October 2023 until 31 December 2023 and may be renewed by mutual consent.

**Pricing policy:** The sales prices that the Company charges GT-PRC and/or its associates should be determined based on the production costs or trade costs/labor costs (as the case may be) of the relevant products/services plus a premium determined through arm's length negotiation. Such prices should not be higher than: (i) comparable market price; and (ii) (if a comparable market price is not available) the production costs or trade costs/labor costs (as the case may be) of the relevant products/services plus a premium determined through arm's length negotiation, in each case, having regard to the Company's internal control measures so as to ensure that terms are no less favorable to the Company than terms offered by the Group to independent third parties.

**Annual caps:** For the period from 27 October 2023 to 31 December 2023, the total amount payable by GT-PRC and/or its associates is not expected to exceed RMB23.0 million.

**Basis of annual caps:** The above annual cap is based on the following factors: (i) the expected transaction amounts for the procurement of digitalization products and/or services (including data center intellectual property and internet platform) by GT-PRC and its associates in 2023; and (ii) the high demand for digitalization products and services, and digital construction of GT-PRC.

## **REASONS FOR AND BENEFITS OF REVISING THE EXISTING CAP I AND THE EXISTING CAPS II AND ENTERING INTO 2023 INTERNET-RELATED FRAMEKWORK AGREEMENT**

### **Reasons for and Benefits of Revising the Existing Cap I and the Existing Caps II**

GT-PRC and/or its subsidiaries have abundant medical supplies resources. The Company has maintained a long-term cooperative relationship with GT-PRC and its associates. The Company expects that GT-PRC and/or its associates would participate in the Group's procurement of medical supplies from time to time, and such procurement may facilitate resources coordination with central state-owned enterprises. Leveraging on the advantages of centralized procurement through the integration of the resources of the medical platforms of GT-PRC, the Company can effectively reduce the procurement costs of the supply chain, standardize the management standards, safeguard the quality of procurement and supply, strengthen the centralized management of the medical supply chain of pharmaceutical consumables, and promote the centralized procurement and supply of various areas under the management of the Company.

In the meanwhile, the Group is also an integrated healthcare products provider offering a variety of medical consumables and pharmaceuticals. In ordinary course of business of GT-PRC and its associates, the Group could provide such products to them, leveraging the advantages of geographical location and transportation convenience to provide such products, so as to efficiently and conveniently meet the demand of GT-PRC and its associates (mainly medical institutions) for the procurement of pharmaceuticals and medical consumables, and to deepen the synergies of resources among the central state-owned enterprises.

After entering into the 2021 Product Procurement Framework Agreement and the 2023 Sales Framework Agreements, the Company regularly monitors the transaction amounts thereunder. By adopting the Revised Cap I and the Revised Caps II, it is expected that the Group would have access to a more stable, reliable and effective source of medical supplies by leveraging the commercial synergies within GT-PRC Group, and also gain benefits from the selling of medical consumables and pharmaceuticals to GT-PRC Group.

As at the date of this announcement, among the Directors, Mr. Tong Chaoyin and Mr. Xu Ming hold positions in GT-PRC or its associates and accordingly they are considered to have material interests in the revision of the existing caps. Mr. Tong Chaoyin and Mr. Xu Ming had abstained from voting on the resolutions in respect of the Revised Cap I and the Revised Caps II at the Board meeting. Save as disclosed above, no Directors has interests in the resolutions in respect of the Revised Cap I and the Revised Caps II.

As such, the Directors (including the independent non-executive Directors, but excluding (i) Mr. Tong Chaoyin and Mr. Xu Ming, and (ii) Mr. Xu Zhiming who was absent at the relevant Board meeting) are of the view that the 2023 Sales Framework Agreements, the Revised Cap I and Revised Caps II have been entered into/arrived at (i) in the ordinary and usual course of the business of the Company; (ii) no normal commercial terms; and (iii) on terms that are fair and reasonable and in the interest of the Company and its shareholders as a whole.

### **Reasons for and Benefits of Entering into the 2023 Internet-related Framework Agreements**

Efficient and professional digitalization platform and service is conducive to business operation and management of both GT-PRC and the Company. The entering into of the 2023 Internet-related Framework Agreements will allow the parties to take advantage of the other party's strengths in digitalization construction and ensure the integration of operations and realize higher shareholders' returns. As far as the Group is concerned, in terms of procurement, it can make maximum use of the advantages of the medical digital technology platform of GT-PRC, which can not only enhance the efficiency of system construction and reduce the cost of external procurement, but also enable it to use the professional products of upgraded iterative computation and highly efficient and customized services more quickly under the premise of saving its own upgrading research and development cost and manpower cost; and in terms of sales, the Group's

self-developed Internet health platform will also leverage on the synergies with GT-PRC to expand its external sales channels and obtain more profit returns.

As at the date of this announcement, among the Directors, Mr. Tong Chaoyin and Mr. Xu Ming hold positions in GT-PRC or its associates and accordingly they are considered to have material interests in entering into the 2023 Internet-related Framework Agreements. Mr. Tong Chaoyin and Mr. Xu Ming had abstained from voting on the resolutions in respect of the 2023 Internet-related Framework Agreements at the Board meeting. Save as disclosed above, no Directors has interests in the transactions under the 2023 Internet-related Framework Agreements.

The Directors (including the independent non-executive Directors, but excluding (i) Mr. Tong Chaoyin and Mr. Xu Ming, and (ii) Mr. Xu Zhiming who was absent at the relevant Board meeting) are also of the view that the terms of the 2023 Internet-related Framework Agreements and the caps thereunder have been entered into/arrived at (i) in the ordinary and usual course of the business of the Company; (ii) on normal commercial terms; and (iii) on terms that are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

## **INTERNAL CONTROL MEASURES**

For the continuing connected transactions under the 2021 Product Procurement Framework Agreement and the 2023 Internet-related Procurement Framework Agreement, the Company has adopted the following internal procedures to safeguard the interest of the Shareholders as a whole:

- if a comparable market price is available, the Group should compare the proposed products price/service fee with the market price to ensure that the proposed prices/fees will not be higher than the price of product/service of a similar type or nature provided by independent third-party product/service providers;
- before selecting an associate of GT-PRC as service provider, the Group should obtain price quotations from certain independent third-party product/service providers, and several rounds of assessment will be conducted by various internal departments, including the relevant business department, business operation department and treasury department. The factors to be considered by the Group in conducting internal assessments include price, quality, exclusivity of service, and value added to the Group;
- if no comparable market price is available, the Group should conduct arm's length negotiation with the associate of GT-PRC to determine a reasonable profit margin based on the value of the relevant product/service and the actual costs and expenses incurred;
- after arm's length negotiation with the associate of GT-PRC and rounds of internal assessment, the relevant internal department will report to the senior management of the Company who will approve separate transactions as appropriate;
- the treasury department of the Company will regularly collect and monitor the transaction amount of continuing connected transactions to ensure timely assessment on whether the relevant annual caps are exceeded; and
- the independent non-executive Directors will also conduct annual review on the continuing connected transactions to ensure that such transactions have been entered into on normal commercial terms, are fair and reasonable and conducted according to the terms. The auditor of the Company will also conduct annual review on the pricing and annual cap of the continuing connected transactions.

For the continuing connected transactions under the 2023 Internet-related Sales Framework Agreement and the 2023 Sales Framework Agreements, the Company has adopted the following internal procedures to safeguard the interest of the Shareholders as a whole:

- the business departments of the Company will conduct market analysis on specific product or service, and make pricing proposal to the senior management after considering a number of factors, including overall market price, market share, orders and performance of major competitors, value added by relevant service and importance of customer relationship;
- the business departments of the Company will conduct arm's length negotiation with the associate of GT-PRC, and after several rounds of internal assessment conducted on individual transactions based on the above factors by the Company's internal departments such as business operation department and treasury department, a final report will be made to the senior management who will approve individual transactions;
- the business departments of the Company will also review the reasonableness of pricing for relevant products or services on regular basis according to the latest market intelligence, and report to the senior management, if necessary, for their approval of any adjustment;
- the treasury department of the Company will regularly collect and monitor the transaction amount of continuing connected transactions; and
- the independent non-executive Directors will also conduct annual review on the continuing connected transactions to ensure that such transactions have been entered into on normal commercial terms, are fair and reasonable and conducted according to the terms. The auditor of the Company will also conduct annual review on the pricing and annual cap of the continuing connected transactions.

## **INFORMATION OF THE PARTIES**

### **The Company**

The Company is controlled by a central state-owned enterprise and listed on the Stock Exchange with focus on healthcare industry in the PRC. Committed to the fast developing healthcare industry in China, focusing on healthcare service provision, based on financial services, and taking advantage of modern management concepts, professionals, quality medical resources, solid financial strength and inclusive corporate culture, the Company strives to build a reliable healthcare conglomerate and develop a healthcare ecosystem that can be shared by all and benefit all.

### **Liaoning Xingye**

Liaoning Xingye, a subsidiary indirectly owned by the Company, is a limited liability company incorporated in the PRC in January 2006. Liaoning Xingye is a central state-owned enterprise integrating wholesale and retail of pharmaceuticals and medical devices.

### **GT-PRC**

GT-PRC was established in March 1998 as a state-owned enterprise supervised by the State-owned Assets Supervision and Administration Commission. The principal business of GT-PRC comprises three major segments, namely, advanced manufacturing and technology service, pharmaceutical and healthcare and trade and engineering contracting.

### **Shenyang Aerospace**

Shenyang Aerospace, a public institution, is a comprehensive Grade II public hospital integrating medical treatment, emergency care, teaching and training, disease prevention, health care and rehabilitation. Shenyang Aerospace is an affiliated institution of Aerospace Medical & Healthcare Technology Group Co., Ltd., which is held as to approximately 60% and 40% by GT-PRC and China Hangtian Science and Industry Corporation (中國航天科工集團公司), respectively. China Hangtian Science and Industry Corporation is a state-owned enterprise supervised by the State-owned Assets Supervision and Administration Commission.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, GT-PRC is the controlling shareholder holding approximately 39.38% of the entire issued capital of the Company and is therefore a connected person of the Company. Shenyang Aerospace is an affiliate hospital of Aerospace Medical & Healthcare Technology Group Co., Ltd., which in turn is a non-wholly owned subsidiary of GT-PRC. Therefore, Shenyang Aerospace is a connected person of the Company pursuant to the Listing Rules. Therefore, the transactions under the 2021 Product Procurement Framework Agreement, the 2023 Sales Framework Agreements and the 2023 Internet-related Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### **Revision of the Existing Cap for the 2021 Product Procurement Framework Agreement**

Pursuant to Rule 14A.54 of the Listing Rules, the Company shall re-comply with the requirements under Chapter 14A of the Listing Rules applicable to the annual caps for the continuing connected transactions under the 2021 Product Procurement Framework Agreement before the Existing Cap I is exceeded.

As one or more of the applicable percentage ratios in respect of the Revised Cap I are more than 0.1% but all of them are less than 5%, the Revised Cap I is subject to the reporting, annual review and announcement requirements but is exempt from the circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **Revision of the Existing Caps for the 2023 Sales Framework Agreements**

As both of the Medical Consumables Sales Framework Agreement and the Pharmaceuticals Sales Framework Agreement are related to sales of medical consumables and pharmaceuticals by the Group to Shenyang Aerospace within a 12-month period, the transactions contemplated under these agreements should be aggregated pursuant to Rule 14A.81 of the Listing Rules. At the time of entering into the 2023 Sales Framework Agreements, based on the Existing Caps II and on an aggregate basis, none of the applicable percentage ratios was more than 0.1%. Therefore, the entering into the 2023 Sales Framework Agreements was fully exempt from the reporting, announcement, circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

However, with Shenyang Aerospace's growing demand of medical consumables and pharmaceuticals, the Group anticipated that the Existing Caps II would not be sufficient. Accordingly, the Board resolved to revise the Existing Caps II, and the Company is therefore required to re-comply with the requirements under Chapter 14A of the Listing Rules.

On an aggregate basis, as one or more of the applicable percentage ratios in respect of the Revised Caps II are more than 0.1% but all of them are less than 5%, the transactions contemplated under

the 2023 Sales Framework Agreements and the Revised Caps II are subject to the reporting, annual review and announcement requirements but are exempt from the circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **Entering into the 2023 Internet-related Framework Agreements**

As one or more of the applicable percentage ratios of the annual caps for the transactions under the 2023 Internet-related Framework Agreements will exceed 0.1% but all of which will be less than 5%, the transactions under the 2023 Internet-related Framework Agreements are subject to the reporting, annual review and announcement requirements but exempt from the circular and the independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

### **DEFINITIONS**

“2021 Product Procurement Framework Agreement”	the product procurement framework agreement entered into between the Company and GT-PRC on 10 November 2020
“2023 Internet-related Framework Agreements”	refer to 2023 Internet-related Procurement Framework Agreement and 2023 Internet-related Sales Framework Agreement
“2023 Internet-related Procurement Framework Agreement”	the internet-related purchase framework agreement entered into between the Company and GT-PRC on 27 October 2023
“2023 Internet-related Sales Framework Agreement”	the internet-related sales framework agreement entered into between GT-PRC and the Company on 27 October 2023
“2023 Sales Framework Agreements”	refer to the Medical Consumables Sales Framework Agreement and the Pharmaceuticals Sales Framework Agreement
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of directors of the Company
“Company”	Genertec Universal Medical Group Company Limited (通用環球醫療集團有限公司), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (stock code: 2666)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules

“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Existing Cap I”	the existing annual cap for the year ending 31 December 2023 under the 2021 Product Procurement Framework Agreement
“Existing Caps II”	the existing annual caps for the year ending 31 December 2023 under the 2023 Sales Framework Agreements
“Group”	the Company and its subsidiaries
“GT-PRC”	China General Technology (Group) Holding Company Limited (中國通用技術（集團）控股有限責任公司), a state-owned enterprise and the ultimate controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Liaoning Xingye”	Liaoning Xingye Pharmaceutical Co., Ltd. (遼寧興業醫藥有限公司), a limited liability company incorporated in the PRC and a subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Medical Consumables Sales Framework Agreement”	the medical consumables sales framework agreement entered into between Liaoning Xingye and Shenyang Aerospace on 30 November 2022
“Pharmaceuticals Sales Framework Agreement”	the pharmaceuticals sales framework agreement entered into between Liaoning Xingye and Shenyang Aerospace on 1 January 2023
“PRC”	the People’s Republic of China excluding Hong Kong, Macau and Taiwan solely for the purpose of this announcement
“Revised Cap I”	the revised annual cap for the year ending 31 December 2023 under the 2021 Product Procurement Framework Agreement
“Revised Caps II”	the revised annual caps for the year ending 31 December 2023 under the 2023 Sales Framework Agreements
“RMB”	renminbi, the lawful currency of the PRC

“Shareholder(s)”	holder(s) of the shares of the Company
“Shenyang Aerospace”	Shenyang Aerospace Hospital ( 瀋陽 航 天 醫 院 ), a comprehensive Grade II hospital and an associate of GT-PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“%”	per cent

By order of the Board  
**Genertec Universal Medical Group Company  
 Limited**  
 通用環球醫療集團有限公司  
**Peng Jiahong**  
*Chairwoman of the Board*

Beijing, PRC, 30 October 2023

*As at the date of this announcement, the executive Directors are Ms. Peng Jiahong (Chairwoman), Mr. Wang Wenbing and Ms. Wang Lin; the non-executive Directors are Mr. Chan Kai Kong (Vice-chairman), Mr. Tong Chaoyin, Mr. Xu Ming and Mr. Zhu Ziyang; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Xu Zhiming and Mr. Chan, Hiu Fung Nicholas.*