



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)

12 July 2024

To the Independent Shareholders

Dear Sirs or Madams,

**CONTINUING CONNECTED TRANSACTIONS
SALES FRAMEWORK AGREEMENT
REVISION OF ANNUAL CAPS AND EXTENSION OF TERM**

We refer to the circular of the Company dated 12 July 2024 (the "Circular"), in which this letter forms part. Unless the context requires otherwise, capitalized terms used in this letter shall have the same meanings as those defined in the Circular.

We have been authorised by the Board to form the Independent Board Committee to advise the Independent Shareholders on whether the terms of the Supplemental Sales Framework Agreement (including the Annual Caps) are fair and reasonable so far as the Independent Shareholders are concerned.

We wish to draw your attention to the letter of advice from China Sunrise, the Independent Financial Adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Supplemental Sales Framework Agreement as set out on pages 19 to 37 of the Circular, and the letter from the Board as set out on pages 4 to 16 of the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



Having considered, among other matters, the factors and reasons considered by, and the opinion of the Independent Financial Adviser as stated in its letter of advice, we consider that the entering of the Supplemental Sales Framework Agreement is in the ordinary and usual course of business of the Group, and the terms of the Supplemental Sales Framework Agreement (including the Annual Caps) are on normal commercial terms, are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the Supplemental Sales Framework Agreement and the transactions and the Annual Caps contemplated thereunder to be proposed at the EGM.

Yours faithfully,
For and behalf
of
Independent Board Committee

Mdm. Shing Mo Han
Yvonne

Mr. Kwok Kin Fun

Mr. Fu Tingmei

Mr. ZhangKejian

華潤醫藥集團有限公司 (China Resources Pharmaceutical Group Limited)

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華潤集團附屬公司

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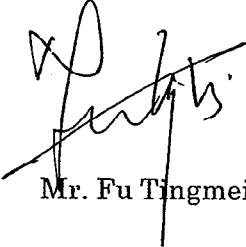


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