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華潤建材科技控股有限公司

China Resources Building Materials Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1313)

**CONTINUING CONNECTED TRANSACTIONS
VALUE-ADDED SERVICES FRAMEWORK AGREEMENT**

Reference is made to the Company's announcement dated 29 December 2023 in relation to, among others, the Company entering into the 2023 Framework Agreement in relation to the procurement of value-added service with CR Mixc Lifestyle (and its subsidiaries as service provider). As the 2023 Framework Agreement and its annual caps had expired on 31 December 2025, on 3 February 2026, the Company entered into the 2026 Framework Agreement with CR Mixc Lifestyle to renew the annual caps.

The proposed annual caps of RMB50,000,000 per annum (exclusive of tax) have been determined with reference to, among others, the following factors: (i) the type, quality and service level of the Value-Added Services to be provided by CR Mixc Lifestyle Group, (ii) the Group's demand on the Value-Added Services for its business development; and (iii) the historical transaction amount.

As the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps of the 2026 Framework Agreement exceed 0.1% but are less than 5%, the continuing connected transactions contemplated under the 2026 Framework Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the Company's announcement dated 29 December 2023 in relation to, among others, the Company entering into the 2023 Framework Agreement in relation to the procurement of value-added service with CR Mixc Lifestyle (and its subsidiaries as service provider). As the 2023 Framework Agreement and its annual caps had expired on 31 December 2025, on 3 February 2026, the Company entered into the 2026 Framework Agreement with CR Mixc Lifestyle to renew the annual caps, details of which are set out as follows.

2026 FRAMEWORK AGREEMENT

(1) Date

3 February 2026

(2) Parties

- (a) the Company; and
- (b) CR Mixc Lifestyle.

(3) Term

From 3 February 2026 to 31 December 2028.

(4) Subject Matter – Value-Added Services

CR Mixc Lifestyle Group shall provide the Group with various value-added services, such as corporate administrative services, integrated services in park areas, maintenance and repairs of construction in park areas, outsourced labour services, staff living services, brokerage and asset services, merchandise procurement and retail services, etc.

(5) Pricing Policy and Payment Arrangements

According to the pricing policy contemplated under the 2026 Framework Agreement, the relevant transaction terms of the Value-Added Services (such as service fees, payment progress and methods, and other miscellaneous charges) shall be determined after arm's length negotiations with reference to (i) the scopes and standards of the services to be provided; (ii) type, location and area of the properties; (iii) the expected operating costs of providing relevant services (including, among others, labour costs, material costs and administrative costs); and (iv) the prices that the Group usually pays to the independent third-parties for similar services and the prices that CR Mixc Lifestyle Group usually charges to independent third-parties for similar services. From the perspective of each party, the transaction terms to be entered into shall be no less favourable than those terms offered by the other party to independent third-parties or by independent third-parties to the other party. If there are governmental indicators applicable to any charges for the Value-Added Services, the relevant charges shall be set according to the applicable governmental indicators or guidance prices.

On the basis of the 2026 Framework Agreement, the timing and methods of price payments of the Value-Added Services shall be determined by specific agreements to be entered into by the parties. The terms of such specific agreements shall be consistent with the principles and requirements of the 2026 Framework Agreement.

INTERNAL CONTROL MEASURES

In order to ensure that all continuing connected transactions of the Group comply with the Listing Rules, the Company has formulated various management measures in place for the compliance and ongoing monitoring of continuing connected transactions. According to the contract management measures and connected transaction management measures of the Company, all agreements for connected transactions are required to complete contract approval and monitoring procedures on the Company's designated online platform prior to execution. The connected transaction management measures of the Company had also set forth the procedures for management of continuing connected transactions.

Before entering into the transactions contemplated under the 2026 Framework Agreement in its ordinary and usual course of business, the Group has conducted research study on the market price fairness by obtaining and comparing the prevailing price quotations and pricing terms of the same or similar transactions from other independent suppliers in the vicinity according to its internal approval and monitoring procedures for continuing connected transactions, in order to select suppliers upon comprehensive consideration of various assessment criteria (including but not limited to the prices, the level and quality of tailor-made services, suitability, payment terms, and time required for the provision of goods or services) and determine the relevant terms through arm's length negotiations based on the business needs of the Group, the types and scale of the procurement. The market research study report which contains such quotes, the 2026 Framework Agreement and the transactions contemplated thereunder shall be reviewed by the management, finance personnel, legal personnel and other relevant departments of the Company according to the Group's internal approval and monitoring procedures. Afterwards, the 2026 Framework Agreement, the continuing connected transactions contemplated thereunder and the annual cap would be submitted to the Board for consideration and approval.

The finance department of the relevant members of the Group shall be responsible for the monthly reporting of the amount of continuing connected transactions to the finance department of the Company for monitoring the annual caps of the relevant transactions every month and issuing warning to the Board, relevant departments and business units of the Group when the utilization rate of annual cap reaches 80%, which will facilitate the Board to consider implementation of relevant response measures such as the revision of annual caps. In addition, the legal and compliance department of the Company shall regularly sample check the compliance of continuing connected transactions pursuant to the requirements of the Listing Rules, the management measures for continuing connected transactions and internal control procedures of the Company.

The continuing connected transactions shall also be subject to review and audit by independent non-executive Directors and independent auditors respectively every year pursuant to Chapter 14A of the Listing Rules. The independent non-executive Directors shall review the continuing connected transactions every year and confirm to the Board as to whether the transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole. The independent auditors shall provide a letter to the Board every year to confirm as to whether anything has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Board, are not in accordance with the pricing policies of the Group in all material respects, are not entered into in accordance with the relevant agreement governing the transactions in all material respects or have exceeded the annual cap.

ANNUAL CAPS AND BASIS OF DETERMINATION

The proposed annual caps of the transactions contemplated under the 2026 Framework Agreement are RMB50,000,000 per annum (exclusive of tax) for each of the years ending 31 December 2026, 31 December 2027 and 31 December 2028. All Directors (including the independent non-executive Directors) are of the view that the annual caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The proposed annual caps were determined with reference to, among others, the following factors: (i) the type, quality and service level of the Value-Added Services to be provided by CR Mixc Lifestyle Group, (ii) the Group's demand on the Value-Added Services for its business development; and (iii) the historical transaction amount.

The continuing connected transactions contemplated under the 2026 Framework Agreement are recurring in nature and will continue in the ordinary and usual course of business of the Group.

Set out below are the approximate historical transaction amounts of the Value-Added Services procured by the Group from CR Mixc Lifestyle Group in the past:

	<i>RMB</i>
for the year ended 31 December 2023	18,673,000
for the year ended 31 December 2024	19,351,000
for the ten months ended 31 October 2025	22,801,000

As of the date of this announcement, the Group has not entered into any new transaction or individual contracts of the Value-Added Services with CR Mixc Lifestyle Group since 2026.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The 2026 Framework Agreement will enable the Group to obtain stable and reliable Value-Added Services at fair, reasonable and competitive prices, reduce the Group's staffing and operating costs, and bring operational convenience to the Group. The cooperation under the 2026 Framework Agreement will support the development within the China Resources Group on normal commercial terms and on a scale which will not place the Group's resources at risk or affect its relationship with other independent third-party suppliers.

All Directors (including the independent non-executive Directors) are of the view that the continuing connected transactions contemplated under the 2026 Framework Agreement are negotiated on arm's length basis, on normal commercial terms or better and in the ordinary and usual course of business of the Group, and the terms of the 2026 Framework Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, (1) CR Mixc Lifestyle is held as to approximately 70.12% by CR Land; (2) CR Land is indirectly held as to approximately 59.55% by CRH, which is in turn indirectly wholly owned by CRC, the controlling shareholder of the Company. Accordingly, under Chapter 14A of the Listing Rules, CR Mixc Lifestyle is a connected person of the Company and the transactions contemplated under the 2026 Framework Agreement constitute continuing connected transactions for the Company.

As the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the annual caps of the 2026 Framework Agreement exceed 0.1% but are less than 5%, the continuing connected transactions contemplated under the 2026 Framework Agreement are only subject to the reporting, announcement and annual review requirements but are exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Mr. XIE Ji, the Company's chief executive officer and executive Director, previously served as an executive director and the senior management of CR Land, as good corporate governance measure, he absented himself from the Board meeting when the 2026 Framework Agreement and the transactions contemplated thereunder were discussed, voted and approved. Save as disclosed above, none of the Directors has any material interest in the 2026 Framework Agreement and the transactions contemplated thereunder or abstained from voting on the relevant Board resolutions approving the 2026 Framework Agreement and the transactions contemplated thereunder.

INFORMATION OF THE PARTIES TO THE TRANSACTIONS AND THEIR ULTIMATE BENEFICIAL OWNER

The Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the Main Board of the Stock Exchange (stock code: 1313). As at the date of this announcement, approximately 68.72% of the shares issued by the Company are indirectly held by CRH, which in turn is ultimately owned by CRC. The Group is principally engaged in the manufacture and sale of cement, concrete, aggregates and other related products and services in PRC and Hong Kong.

CR Mixc Lifestyle

CR Mixc Lifestyle is a limited liability company incorporated in the Cayman Islands on 18 May 2017, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1209). CR Mixc Lifestyle Group was mainly engaged in the provision of residential property management services and commercial operational and property management services in the PRC. As at the date of this announcement, CR Mixc Lifestyle is held as to approximately 70.12% by CR Land and CR Land is indirectly held as to approximately 59.55% by CRH, which is in turn indirectly wholly owned by CRC.

CRC

CRC, the ultimate beneficial owner of the Company and CR Mixc Lifestyle, is a company established in PRC with limited liability and is a state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission of the State Council of PRC. It is the holding company of CRH, and is a conglomerate which holds a variety of businesses in PRC and Hong Kong including but not limited to consumer products, integrated energy, urban construction and operation, healthcare, industrial finance, technology and emerging sectors.

DEFINITIONS

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

“2023 Framework Agreement”	the Value-Added Services Framework Agreement entered into between the Company and CR Mixc Lifestyle on 29 December 2023;
“2026 Framework Agreement”	the Value-Added Services Framework Agreement entered into between the Company and CR Mixc Lifestyle on 3 February 2026;

“Board”	board of Directors;
“Company”	China Resources Building Materials Technology Holdings Limited (華潤建材科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, whose shares are listed and traded on the Main Board of the Stock Exchange (stock code: 1313);
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“continuing connected transactions”	has the meaning ascribed thereto under the Listing Rules;
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules;
“CR Land”	China Resources Land Limited (華潤置地有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1109);
“CR Mixc Lifestyle”	China Resources Mixc Lifestyle Services Limited (華潤萬象生活有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 1209);
“CR Mixc Lifestyle Group”	CR Mixc Lifestyle and its subsidiaries;
“CRC”	China Resources Company Limited (中國華潤有限公司), a company established in PRC with limited liability, the ultimate holding company and the ultimate beneficial owner of the Company and CR Mixc Lifestyle;
“CRH”	China Resources (Holdings) Company Limited (華潤（集團）有限公司), a company incorporated in Hong Kong with limited liability, the intermediate holding company of the Company and CR Mixc Lifestyle, which is ultimately and wholly owned by CRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of PRC;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC” or “China”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Value-Added Services”	has the meaning ascribed thereto in the section headed “Subject Matter – Value-Added Services” in this announcement.

By order of the Board
**CHINA RESOURCES BUILDING MATERIALS
 TECHNOLOGY HOLDINGS LIMITED**
JING Shiqing
Chairman

Hong Kong, 3 February 2026

As at the date of this announcement, the executive Directors are Mr. JING Shiqing, Mr. XIE Ji and Mr. LI Baojun; the non-executive Directors are Mr. ZHU Ping, Mr. YU Shutian, Mr. ZHOU Bo, Mr. DENG Ronghui and Mr. LI Nan; and the independent non-executive Directors are Dr. NG Kam Wah Webster, Madam YAN Bilan, Mr. TANG Yi Hoi and Mr. GONG Xiaofeng.