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## CSPC PHARMACEUTICAL GROUP LIMITED

石藥集團有限公司

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock code: 1093)**

### **SALE OF EXISTING SHARES BY A SUBSTANTIAL SHAREHOLDER**

CSPC Pharmaceutical Group Limited (the “**Company**”) makes this announcement in accordance with Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance.

The board of directors of the Company (the “**Board**”) has been informed by Massive Top Limited (“**Massive Top**”), a substantial shareholder of the Company that Massive Top has agreed to dispose of certain shares of the Company (the “**Shares**”) on April 17, 2015. The said disposal by Massive Top was conducted by way of a placement pursuant to a placement agreement dated April 17, 2015 with third parties independent from the Company acting as managers involving the wholly-owned subsidiaries of Massive Top, Joyful Horizon Limited, China Charmaine Pharmaceutical Company Limited and Jinling Investment Limited (together, the “**Vendors**”), disposing of an aggregate of 1,368,144,601 Shares, at a price of HK\$7.15 per Share. The Board has also been informed by Mr. Cai Dongchen, executive director and Chairman of the Company (“**Mr. Cai**”) that he has disposed of 900,000 Shares at an average price of approximately HK\$7.42 per Share in the market on April 16, 2015. After the completion of the said disposal by Massive Top, Massive Top’s shareholding interests in the Company will reduce from approximately 41.07% to approximately 17.91%.

The Board has been further informed by Massive Top that the Shares to be disposed of by the Vendors constitute the entire interests of Hony Capital Fund III, L.P. (“**H Fund**”) in the Company, and following the completion of the said disposal, the holding company of Massive Top, March Rise Limited (“**March Rise**”), will be transferred such that March Rise will be held as to 40% by True Ally Holdings Limited (“**True Ally**”) and 60% by Beijing Zhong Yi He He Zhong Investment Management Center LLP\* (北京中宜和合眾投資管理中心(有限合夥)) (“**Zhongyi**”). Through Massive Top, True Ally and Zhongyi together will

hold approximately 17.91% of the Company after the said transfer. H Fund is a Cayman Islands exempted limited partnership; True Ally is a company 100% beneficially owned and controlled by Mr. Cai; and Zhongyi is a partnership established in the People's Republic of China, whose general partner is Mr. Cai with employees and senior management of the Company (comprising of Mr. Cai) as beneficiaries.

The composition of the Board remains unchanged and the day-to-day operation and management of the Company will reside with the current management team of the Company, which will continue to be led by Mr. Cai.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

*\*The English names are for identification purposes only.*

For and on behalf of the Board  
**CSPC Pharmaceutical Group Limited**  
**Chak Kin Man**  
Executive Director

Hong Kong, April 17, 2015

*As at the date of this announcement, the Board comprises Mr. Cai Dongchen, Mr. Feng Zhenying, Mr. Chak Kin Man, Mr. Pan Weidong, Mr. Zhao John Huan, Mr. Wang Shunlong, Mr. Wang Huaiyu, Mr. Lu Jianmin, Mr. Wang Zhenguo and Mr. Wang Jinxu as executive Directors; Mr. Lee Ka Sze, Carmelo as non-executive Director and Mr. Chan Siu Keung, Leonard, Mr. Wang Bo, Mr. Lo Yuk Lam, Mr. Yu Jinming and Mr. Chen Shilin as independent non-executive Directors.*