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DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

OVERVIEW

The Board currently consists of 13 Directors, of whom four are independent non-executive Directors. The Directors were all elected at our shareholders' meetings for a term of three years, which is renewable upon re-election and re-appointment.

The board of Supervisors of the Company currently consists of three members. Except for the employee representative supervisor elected by employees, the Supervisors were elected by our shareholders for a term of three years, which is renewable upon re-election and re-appointment.

Directors

The following table sets forth information regarding the Directors. All of the Directors meet the qualification requirements under relevant PRC laws and regulations for their respective positions.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mr. She Lulin (佘魯林)	53	Non-executive Director and Chairman
Mr. Guo Guangchang (郭廣昌)	42	Non-executive Director and Vice Chairman
Ms. Fu Mingzhong (付明仲)	59	Executive Director and General Manager
Mr. Wang Qunbin (汪群斌)	40	Non-executive Director
Mr. Deng Jindong (鄧金棟)	45	Non-executive Director
Mr. Fan Banghan (范邦翰)	56	Non-executive Director
Mr. Liu Hailiang (柳海良)	60	Non-executive Director
Mr. Lian Wanyong (連萬勇)	39	Non-executive Director
Mr. Wei Yulin (魏玉林)	52	Executive Director and Deputy General Manager
Mr. Wang Fanghua (王方華)	62	Independent Non-executive Director
Mr. Tao Wuping (陶武平)	54	Independent Non-executive Director
Mr. Xie Rong (謝榮)	57	Independent Non-executive Director
Mr. Zhou Bajun (周八駿)	60	Independent Non-executive Director

Mr. She Lulin joined our Company as our non-executive Director on 8 January 2003, initially as our vice chairman and since 30 August 2007 as our Chairman. He has around 27 years of working experience, over 24 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. She obtained a bachelor's degree in science, majoring in Pharmacy, from Nanjing Pharmaceutical Institution (currently known as China Pharmaceutical University) in July 1982 and an executive master of business administration degree from Tsinghua University in July 2005. Mr. She was previously the deputy head of the general manager's office, assistant to general manager, deputy general manager and general manager of China National Pharmaceutical Group Guangzhou Corporation from January 1985 to August 1996. Mr. She was also the general manager of China

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Medicines Corporation and the vice chairman of CNPGC from August 1996 to December 1998 and from December 1998 to October 2004, respectively. Mr. She has been a director, the general manager and legal representative of CNPGC since December 1998, December 1998 and September 2007, respectively as well as the chairman and legal representative of Sinopharm Investment since July 2008. Mr. She was the chairman of National Medicines (a company listed on the Shanghai Stock Exchange) from December 1999 to January 2001. Save as disclosed above, Mr. She has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Guo Guangchang joined our Company on 8 January 2003, and has been our non-executive Director and our Vice Chairman since then. He has around 20 years of working experience, over 16 of which is management experience. Mr. Guo obtained a bachelor's degree in philosophy and a master's degree in business administration from Fudan University in July 1989 and July 1999 respectively. Mr. Guo was a director of Shanghai Yuyuan Tourist Mart Co., Ltd. (a company listed on the Shanghai Stock Exchange) from December 2001 to December 2007, a non-executive director of Zhaojin Mining Industry Company Limited (a company listed on the Hong Kong Stock Exchange) from April 2004 to April 2007 and the chief executive officer of Fosun Company (a company listed on the Hong Kong Stock Exchange) from December 2004 to January 2009. Mr. Guo has been a director of Fosun Pharma (a company listed on the Shanghai Stock Exchange) since July 1995 and was their chairman from July 1995 to October 2007. Mr. Guo was also the chairman of Shanghai Forte Land Co., Ltd. (a company listed on the Hong Kong Stock Exchange) from September 2001 to May 2009, and has been their non-executive director since May 2009. Mr. Guo has also been the chairman and executive director of Fosun Company (a company listed on the Hong Kong Stock Exchange) since December 2004. Mr. Guo has also been the chairman of Fosun High Technology and Fosun Investment since November 1994 and November 2001, respectively, the vice chairman of Shanghai Friendship-Fortune and Nanjing Iron & Steel United Co., Ltd. since September 2000 and March 2003, respectively, and a director of Sinopharm Investment since July 2008. Mr. Guo was a member of the Tenth National People's Congress of the People's Republic of China from February 2003 to February 2008 and is currently a member of the Eleventh National People's Congress of the People's Republic of China. He was also a member of the Ninth National Committee of Chinese People's Political Consultative from January 1998 to January 2003. Mr. Guo is the chairman of the Zhejiang Chamber of Commerce in Shanghai and the vice chairman of the Shanghai Federation of Industry and Commerce. Save as disclosed above, Mr. Guo has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Ms. Fu Mingzhong joined our Company on 8 January 2003. Ms. Fu was our non-executive Director from 8 January 2003 to 12 January 2006, and has been our general manager and executive Director since 12 January 2006. She has around 39 years of working experience, over 36 years of which is management experience in the pharmaceutical and healthcare products industry. Ms. Fu obtained a master's degree in engineering from the Harbin Institute of Technology in March 1995. Ms. Fu was previously a workshop director, the head of the quality control office, the office head and the vice factory manager of The Third Harbin Pharmaceutical Factory from June 1972 to March 1992. Ms. Fu was a director of Harbin Pharma and the general manager of Harbin Pharmaceutical Co., Ltd. from March 1992 to December 1997. She was also a deputy general manager and a director of China Medicines (Group) Co., Ltd. (currently known as CNPGC) from December 1997 to January 1999 and from January 1999 to July 2009, respectively. Ms. Fu has been a director of National Medicines (a company listed on the Shanghai Stock Exchange) since February 2001 and was their chairman from February 2001 to April 2008. Ms. Fu has also been a director of Accord Pharma (a company listed on the Shenzhen Stock Exchange) since April 2008 and was their chairman from April 2008 to December 2008. Ms. Fu has also been a director of Sinopharm Investment since July 2008. Ms. Fu is also

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currently the chairman of China Association of Pharmaceutical Commerce and a member of the Thirteenth Shanghai Municipal People's Congress. Save as disclosed above, Ms. Fu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Wang Qunbin joined our Company on 8 January 2003, and has been our non-executive Director since then. He has around 18 years of working experience, over 15 of which is management experience in biological medicine. Mr. Wang obtained a bachelor's degree in genetic engineering from Fudan University in July 1991. Mr. Wang was previously a lecturer at the Genetic Research Institute of Fudan University from September 1991 to September 1993, and then the general manager of Fosun Pharma (a company listed on the Shanghai Stock Exchange) from October 1993 to October 2007 and a director of Tianjin Pharmaceutical Group Co., Ltd. from March 2001 to February 2009. Mr. Wang has been the chairman of Fosun Pharma (a company listed on the Shanghai Stock Exchange) since October 2007, a director and the President of Fosun High Technology since November 1994 and January 2009, respectively, as well as a director of Shanghai Friendship-Fortune and Sinopharm Investment since September 2000 and July 2008, respectively. Mr. Wang has been a director of Shanghai Friendship Group Incorporated Co., Ltd. (a company listed on the Shanghai Stock Exchange) since September 2000 and Henan Lingrui Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange) since May 2003, and has also been an executive director and the president of Fosun Company (a company listed on the Hong Kong Stock Exchange) since August 2005 and January 2009, respectively. Mr. Wang is currently the vice chairman of China Pharmaceutical Industry Association, the chairman of the Shanghai Biopharmaceutics Industry Association, and the chairman of the Huzhou Chamber of Commerce in Shanghai. Save as disclosed above, Mr. Wang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Deng Jindong joined our Company on 30 August 2007, and has been our non-executive Director since then. He has over 23 years of working experience, over 18 years of which is financial management experience. Mr. Deng obtained a bachelor's degree in economics, majoring in industrial accounting, from Hangzhou Electronics Industry Institution (currently known as Hangzhou Dianzi University) in July 1986 and a master's degree in economics from Central Institute of Finance and Economics (currently known as Central University of Finance & Economics) in January 1991. He is a non-practicing PRC certified public accountant. Mr. Deng was previously the chief financial officer of Economic Information Network Data Co., Ltd., a senior audit manager of Taikang Life Insurance Co., Ltd. and the head of the accounting department of CNPGC from April 2000 to October 2001, from October 2001 to October 2002 and from October 2002 to October 2004, respectively. Mr. Deng has been the chief accountant of CNPGC since October 2004 and a director and the chief financial officer of Sinopharm Investment since July 2008. Mr. Deng has also been a director of Xinjiang Company since March 2009. Mr. Deng has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Fan Banghan joined our Company on 8 January 2003, and has been our non-executive Director since then. He has around 30 years of working experience, over 24 of which is management experience in the pharmaceutical and healthcare products industry. Mr. Fan obtained an associate education from Branch Institute of the Shanghai Education Institute, majoring in politics and education in July 1984. Mr. Fan was a deputy general manager of Shanghai Pharma (a company listed on the Shanghai Stock Exchange) from January 1998 to March 2000 and a supervisor of National Medicines (a company listed on the Shanghai Stock Exchange) from December 2005 to May 2009. Mr. Fan has been a deputy general manager of Fosun Pharma (a company listed on the Shanghai Stock Exchange) since 2000, and a director of National Medicines (a company listed on the Shanghai Stock Exchange)

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since May 2009. Mr. Fan has been a director and the general manager of Sinopharm Investment since July 2008. Mr. Fan is currently the vice chairman of the Shanghai Pharmaceutical Trade Association. Save as disclosed above, Mr. Fan has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Liu Hailiang joined our Company on 8 January 2003, and has been our non-executive Director since then. He has around 41 years of working experience, over 14 years of which is management experience. Mr. Liu obtained an associate education in business administration from Shanghai Construction Institute in September 1986. Mr. Liu was previously the human resources manager of Johnson & Johnson China Ltd. from March 1995 to March 2000. Mr. Liu was an assistant to the general manager and the chief human resources supervisor of Fosun Pharma (a company listed on the Shanghai Stock Exchange) from March 2000 to May 2004, and has been their supervisor since May 2004, and as their chief supervisor since May 2008. Mr. Liu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Lian Wanyong joined our Company on 22 December 2008, and has been our non-executive Director since then. He has over 13 years of working experience, all of which is management experience. Mr. Lian obtained a bachelor's degree in medicine, majoring in clinical medicine, from Hunan University of Medicine (currently known as Central South University Xiangya School of Medicine) in July 1993, a master's degree in medicine, majoring in pharmacology, from Zhongshan Medicine University (currently known as Zhongshan School of Medicine, Sun Yat-sen University) in July 1996 and a master's degree in business administration from the University of Miami in May 2002. Mr. Lian was previously the manager of the operation and audit department of Traditional & Herbal Medicine Company and a deputy head of the financial assets management department of CNPGC from January 2004 to June 2005 and from June 2005 to February 2008, respectively. Mr. Lian has been the head of the investment management department of CNPGC since February 2008. Mr. Lian has been a director of Xinjiang Company since March 2009. Mr. Lian has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Wei Yulin joined our Company on 16 January 2003, and has been our executive Director since 22 December 2008, our deputy general manager since January 2003 and our general manager of the department of pharmaceutical distribution business since September 2008. He has around 33 years of working experience, over 16 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. Wei obtained an executive master of business administration degree from the Cheung Kong Graduate School of Business in September 2007. Mr. Wei is a practicing pharmacist. Mr. Wei was previously the general manager of Sinopharm Tianjin from January 2003 to December 2003 and from October 2004 to April 2006, and their chairman from January 2004 to October 2004, and the chairman of each of Sinopharm Shanxi, Sinopharm Shenyang, Southwest Pharmaceutical, Sinopharm Hunan, Sinopharm Zhejiang and Sinopharm Henan from January 2007 to January 2009, from May 2006 to January 2009, from March 2007 to January 2009, from September 2007 to January 2009, from October 2007 to January 2009, and from April 2008 to January 2009, respectively. Mr. Wei was also a director of Xinjiang Company from March 2009 to August 2009. Mr. Wei has been the chairman of each of Sinopharm Waigaoqiao and Sinopharm Logistics since July 2006 and April 2008, respectively, and has also been a director of National Medicines (a company listed on the Shanghai Stock Exchange) since December 2005 and Accord Pharma (a company listed on the Shenzhen Stock Exchange) since September 2007, respectively. Save as disclosed above, Mr. Wei has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

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Mr. Wang Fanghua joined our Company on 16 January 2003, and has been our independent non-executive Director since then. He has 41 years of working experience. He obtained a master's degree in economics from Fudan University in January 1989 and then worked at Fudan University as the head of the Department of Business Administration of the School of Management from July 1994 to July 1998. He has been the dean of Antai College of Economics & Management of Shanghai Jiao Tong University since March 2006. Mr. Wang was an independent director of Shanghai Jinjiang International Hotels Development Co., Ltd. (a company listed on the Shanghai Stock Exchange) from August 2003 to May 2009. Mr. Wang has been an independent director of each of Shanghai Oriental Pearl Co., Ltd. (a company listed on the Shanghai Stock Exchange) since June 2005, Shenzhen Auto Electric Power Plant Co., Ltd. (a company listed on the Shenzhen Stock Exchange) since March 2007 and Shanghai New World Co., Ltd. (a company listed on the Shanghai Stock Exchange) since June 2008, respectively. He has also been an independent non-executive director of Lonking Holdings Limited (a company listed on the Hong Kong Stock Exchange) since May 2008. Save as disclosed above, Mr. Wang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Tao Wuping joined our Company on 16 January 2003, and has been our independent non-executive Director since then. He is a lawyer. He has around 38 years of working experience, over 24 years of which is for practising law. Mr. Tao obtained a master's degree in law, majoring in international economic law, from Fudan University in June 1997. He has been the head of Shen Da Law Firm, a visiting law professor of Shanghai Institute of Foreign Trade, a part-time professor of Law and Politics College of East China Normal University, and the honorary dean and a part-time professor of Law and Politics College of Shanghai Normal University since August 1994, March 2002, June 2003, and September 2003, respectively. Mr. Tao was named the "National Outstanding Attorney at Law" by All China Lawyers Association and the first session of "Eastern Attorney at Law" by Shanghai Bar Association. Mr. Tao has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Xie Rong joined our Company on 25 April 2005, and has been our independent non-executive Director since 30 August 2007. Before his appointment as an independent non-executive Director was formally approved by the relevant shareholders' resolution in August 2007, he had already acted in such capacity since 25 April 2005. He has around 41 years of working experience. He obtained a doctorate degree in economics, majoring in accounting from Shanghai University of Finance & Economics in January 1993. He was previously the deputy head of the Accounting Department of Shanghai University of Finance & Economics and a partner of KPMG China from September 1994 to November 1997 and from December 1997 to October 2002, respectively. Mr. Xie has been a director of SAIC Motor Co., Ltd. (a company listed on the Shanghai Stock Exchange) since April 2003 and was their independent director from April 2003 to June 2008. Mr. Xie was an independent non-executive director of China Shipping Development Company Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) from May 2003 to May 2009. He has been an independent non-executive director of each of China Eastern Airlines Corporation Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) since June 2003, China CITIC Bank Corporation Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) since February 2007 and Tianjin Capital Environmental Protection Group Company Limited (a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange) since April 2008, respectively. Mr. Xie is currently the vice president of the Shanghai National Accounting Institute, a member of the Master of Accounting Professional Education Guidance Committee of the State Department Degree Committee, a commissioner of the China Auditing Institute and a standing commissioner of the China Accounting

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Institute. Save as disclosed above, Mr. Xie has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Zhou Bajun joined our Company on 19 August 2009, and has been our independent non-executive Director since then. He has over 26 years of working experience, over 10 of which is in the PRC securities market. Mr. Zhou obtained a doctoral degree in Economics from East China Normal University in October 1988. Mr. Zhou worked as a deputy general manager of the China Business Department of Hong Kong Construction (Holdings) Limited (currently known as "Hong Kong Construction (Hong Kong) Limited") from March 1999 to February 2000. Mr. Zhou has been a senior research fellow of China Everbright Holdings Company Limited since February 2002, and has also been a director and later a responsible officer of China Everbright Research Limited since March 2000 and August 2004, respectively. Mr. Zhou is a member of the Commission on Strategic Development of Hong Kong and a standing commissioner of the Hong Kong and Macau Research Center of Shanghai Academy of Social Science. Mr. Zhou has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Save as disclosed in this document, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of our Directors and there is no other information relating to our Directors that should be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

Supervisors

The following table sets forth information regarding the Supervisors. The Supervisors all meet the qualification requirements under relevant PRC laws and regulations for their respective positions.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mr. Chen Qiyu (陳啟宇)	37	Chief Supervisor
Mr. Xing Yonggang (邢永剛)	33	Supervisor and head of the department of legal affairs
Ms. Zhang Jian (張健)	36	Supervisor and head of the auditing department

Mr. Chen Qiyu joined our Company on 8 January 2003, and has been our chief supervisor since then. He has around 16 years of working experience. He obtained a bachelor's degree in genetic engineering from Fudan University in July 1993 and a master of business administration degree, majoring in executive business administration, from China Europe International Business School in September 2005. Mr. Chen was previously a deputy general manager, the chief financial officer, the board secretary and the standing deputy general manager of Fosun Pharma (a company listed on the Shanghai Stock Exchange) from July 1998 to October 2007, and has been their director, general manager and vice chairman since May 2005, October 2007 and May 2008, respectively. Mr. Chen has been a non-executive director of Shanghai Forte Land Co. Ltd. (a company listed on the Hong Kong Stock Exchange) since October 2008. Mr. Chen has been the vice chairman of Tianjin Pharmaceutical Group Co., Ltd. and a supervisor of Shanghai Friendship-Fortune since February 2009 and October 2003, respectively. Mr. Chen is also currently the vice chairman of Shanghai Practicing Pharmacist Association, a commissioner of Shanghai Society of Genetics, the vice chairman of Shanghai Pharmaceutical Association, and the vice-chief-commissioner of the fourth commission of China Medicinal Biotech Association. Save as disclosed above, Mr. Chen has not been a director of any

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public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Xing Yonggang joined our Company on 1 February 2008, and has been our supervisor since 17 July 2008 and the head of our department of legal affairs since February 2008. He has around 9 years of working experience. He obtained a master's degree in laws from Renmin University of China Law School in July 2000. He was previously an in-house legal counsel of National Medicines (a company listed on the Shanghai Stock Exchange) from August 2000 to February 2001. Mr. Xing was previously the business head, the senior business head and an associate head of the legal affairs department of CNPGC from March 2001 to February 2008. He has been the deputy head of the legal affairs department of CNPGC since February 2008. Mr. Xing has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Ms. Zhang Jian joined our Company on 16 June 2005, and has been our supervisor since 12 September 2008 and the head of our auditing department since February 2008. She has around 12 years of working experience. She obtained a bachelor's degree in economics, majoring in accounting, from Shanghai University of Finance & Economics in July 1997. She is a non-practicing PRC certified public accountant. Ms. Zhang has been a supervisor of each of Sinopharm Beijing, Sinopharm Waigaoqiao and Sinopharm Shanxi since September 2007, October 2007 and November 2007, respectively. Ms. Zhang has also been a supervisor of National Medicines (a company listed on the Shanghai Stock Exchange) since May 2008 and their chief supervisor since August 2008. She has also been a supervisor of Xinjiang Company since March 2009. Ms. Zhang has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Senior Management

The following table sets forth information regarding the senior management of the Company.

The senior management of the Company all meet the qualification requirements under the relevant PRC laws and regulations for their respective positions. The senior management are responsible for the day-to-day management of the Company's business.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ms. Fu Mingzhong (付明仲)	59	Executive Director and General Manager
Mr. Wei Yulin (魏玉林)	52	Executive Director and Deputy General Manager
Mr. Gong Jiashen (龔家申)	55	Deputy General Manager
Ms. Shen Linian (沈立年)	52	Deputy General Manager
Mr. Lu Jun (盧軍)	51	Deputy General Manager
Mr. Wu Aimin (吳愛民)	39	Deputy General Manager, Joint Company Secretary and Secretary to the Board
Mr. Shi Jinming (施金明)	42	Deputy General Manager
Mr. Liu Yong (劉勇)	40	Deputy General Manager
Mr. Song Tingfeng (宋廷鋒)	41	Chief Financial Officer

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Ms. Fu Mingzhong is our general manager. Please refer to the section headed "Directors" in this document for her biography.

Mr. Wei Yulin is our deputy general manager. Please refer to the section headed "Directors" in this document for his biography.

Mr. Gong Jiashen joined our Company on 22 July 2006, and has been our deputy general manager since 20 March 2008. He has over 39 years of working experience, over 15 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. Gong obtained a bachelor's degree in economics, majoring in commercial economics, from Beijing Finance & Trade Institute (currently known as Capital University of Economics and Business) in July 1983. He was previously a deputy general manager of China Medicines (Group) Co., Ltd. (currently known as CNPGC) from December 1995 to January 2000. He was a deputy general manager and the general manager of National Medicines (a company listed on the Shanghai Stock Exchange) successively from January 2000 to April 2008, and has been their director and the chairman since January 2000 and April 2008, respectively. Mr. Gong has been the chairman of Sinopharm Tianjin and Sinopharm Beijing since May 2008. Save as disclosed above, Mr. Gong has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Ms. Shen Linian joined our Company on 16 January 2003, and has been our deputy general manager since then. She has over 33 years of working experience, over 11 years of which is management experience in the pharmaceutical and healthcare products industry. Ms. Shen obtained a master's degree in business administration (specializing in International Business) from the Maastricht School of Management in August 2001 and obtained a graduate education in political economics from Jiangsu Province Administration Institute in July 2006. She was previously an assistant to the general manager and the head of the general manager's office of Shanghai Company from November 1998 to November 1999, and then was their deputy general manager from November 1999 to January 2003. Ms. Shen has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Lu Jun joined our Company on 8 January 2003, and has been our deputy general manager since 29 June 2004, and served as our assistant to the general manager, the general manager of medicine retail business department and the head of our investment department at the same time from April 2003 to June 2004. He has over 33 years of working experience, over 10 years of which is management experience in the pharmaceutical and healthcare products industry. Mr. Lu obtained a master's degree in business administration (specializing in International Business) from the Maastricht School of Management in August 2001. Mr. Lu was previously the general manager of each of China National Pharmaceutical Group Shanghai Likang Medicine Co., Ltd., Shanghai GuoDa Chain Store and Sinopharm GuoDa from August 1998 to January 2001, from January 2001 to December 2004 and from June 2004 to June 2008, respectively. Mr. Lu was also a director of Accord Pharma (a company listed on the Shenzhen Stock Exchange) from September 2007 to December 2008 and of Xinjiang Company from March 2009 to August 2009, respectively. Mr. Lu has been the chairman of Sinopharm GuoDa since July 2008. Save as disclosed above, Mr. Lu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Wu Aimin joined our Company on 3 July 2003, and has been our deputy general manager since 13 December 2006, secretary to the Board since 20 March 2008 and one of the joint company secretaries since 31 August 2009. He was our chief financial officer from July 2003 to December 2006. Mr. Wu has around 17 years of working experience, all of which is financial management

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experience. He obtained a bachelor's degree in engineering, majoring in technical economy, from Hunan University in July 1992 and an executive master of business administration degree from Shanghai Jiao Tong University in December 2006. He is a qualified accountant in the PRC. He previously worked successively as a manager of Suzhou Asset Appraisal Firm and as a partner of Jiangsu Renhe Assets Appraisal Co., Ltd. from August 1992 to June 1998 and from June 1998 to October 1999, respectively. Mr. Wu was also the chief financial officer of V V Food & Beverage Co., Ltd. (a company listed on the Shanghai Stock Exchange) from November 1999 to April 2003 and a director of National Medicines (a company listed on the Shanghai Stock Exchange) from December 2005 to May 2009. Mr. Wu has been a director of Accord Pharma (a company listed on the Shenzhen Stock Exchange) since January 2005 and a supervisor of National Medicines (a company listed on the Shanghai Stock Exchange) since May 2009. Save as disclosed above, Mr. Wu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Shi Jinming joined our Company on 8 January 2003, and has been our deputy general manager since 9 January 2009. He has over 20 years of working experience, over 14 years of which is management experience. Mr. Shi obtained a bachelor's degree in Economics, majoring in trade and economy, from Shanghai University of Finance and Economics in July 1989 and an executive master of business administration degree from Sun Yat-sen University in June 2005. Mr. Shi was previously the general manager of Accord Pharma (a company listed on the Shenzhen Stock Exchange) from February 2004 to December 2008, and has been their chairman since December 2008. Mr. Shi has also been the chairman of each of Southwest Pharmaceutical, Sinopharm Hubei and Sinopharm Hunan since February 2009. Save as disclosed above, Mr. Shi has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Liu Yong joined our Company on 8 January 2003, and has been our deputy general manager since 9 January 2009. He has over 17 years of working experience, over 13 years of which is management experience. Mr. Liu obtained a bachelor's degree in science, majoring in business administration of pharmaceutical enterprises, from China Pharmaceutical University in July 1992 and a master's degree in business administration from Fudan University in January 2000. He was previously a deputy general manager of Shanghai GuoDa Chain Store from April 2000 to April 2003. Mr. Liu has been the general manager and the chairman of Sinopharm Shenyang since April 2003 and January 2009 respectively. He has also been the chairman of Chemical Reagent Company and Sinopharm Henan since February 2009. Mr. Liu has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Mr. Song Tingfeng joined our Company on 13 December 2006, and has been our chief financial officer since then. He has around 19 years of working experience, over 9 years of which is financial management experience. Mr. Song obtained a doctorate education in accounting from Renmin University of China in July 2002 and obtained an executive master of business administration degree from Cheung Kong Graduate School of Business in September 2008. He was previously the head of the financial management committee and a deputy head of the asset supervising center of Beijing Double-Crane Pharmaceutical Co., Ltd. (a company listed on the Shanghai Stock Exchange) from November 1999 to June 2003, and the chief financial officer of National Medicines (a company listed on the Shanghai Stock Exchange) from July 2003 to December 2006. Mr. Song was also an independent director of Jilin Huarun Bio-chemistry Co., Ltd. (currently known as Xi'an Aero-Engine PLC, a company listed on the Shanghai Stock Exchange) from April 2003 to August 2008. Mr. Song has also been the convener of the supervisory committee of Accord Pharma (a company listed on the Shenzhen Stock Exchange) since September 2007. Save as disclosed above, Mr. Song has not been a

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director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Joint Company Secretaries

Mr. Wu Aimin, one of the joint company secretaries, is also our deputy general manager and secretary to the Board. Please refer to the section headed "Senior Management" in this document for his biography.

Mr. Ngai Wai Fung joined our Company on 31 August 2009, and has been one of our joint company secretaries since then. He holds a bachelor's degree in laws from University of Wolverhampton, a master's degree in business administration from Andrews University and a master's degree in corporate finance from the Hong Kong Polytechnic University. Mr. Ngai is a fellow member of The Institute of Chartered Secretaries and Administrators in the United Kingdom, a fellow member of The Hong Kong Institute of Chartered Secretaries, a member of The Association of Chartered Certified Accountants in the United Kingdom, and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ngai is currently a director and head of listing services of KCS Hong Kong Limited, a corporate secretarial and accounting services provider in Hong Kong, and the vice president of the Hong Kong Institute of Chartered Secretaries and the chairman of its Membership Committee.

BOARD COMMITTEES

The Board delegates certain responsibilities to various dedicated committees. In accordance with relevant PRC laws, regulations, the Articles and the Hong Kong Listing Rules, we have formed three board committees, namely the audit committee, the remuneration committee and the nomination committee.

Audit Committee

The audit committee of the Company consists of five Directors: Mr. Xie Rong, Mr. Wang Fanghua, Mr. Fan Banghan, Mr. Deng Jindong and Mr. Zhou Bajun. Mr. Xie Rong currently serves as the chairman of the audit committee. The primary responsibilities of the Company's audit committee are to inspect, review and supervise the Company's financial information and reporting process for financial information, and includes, among others:

- making recommendations to the Board on the appointment, reappointment and removal of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and
- developing and implementing policies on the engagement of an external auditor to supply non-audit services.

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Remuneration Committee

The remuneration committee of the Company consists of five Directors: Mr. Tao Wuping, Mr. Wang Fanghua, Mr. Xie Rong, Mr. Fan Banghan and Mr. Liu Hailiang. Mr. Tao Wuping currently serves as the chairman of the Company's remuneration committee. The primary responsibilities of the Company's remuneration committee are to formulate and review the compensation policies and schemes for the Company's Directors and senior management, and includes, among others:

- making recommendations to the Board on the Company's policies and structure for all remuneration of Directors and senior management;
- having the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, and making recommendations to the Board of the remuneration of non-executive Directors; and
- reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

Nomination Committee

The nomination committee of the Company consists of five Directors: Mr. She Lulin, Mr. Wang Fanghua, Mr. Tao Wuping, Mr. Xie Rong and Mr. Fan Banghan. Mr. She Lulin currently serves as the chairman of the nomination committee. The primary responsibilities of the Company's nomination committee are to formulate the nomination procedures and standards for candidates for Directors, and includes, among others:

- reviewing the structure, size and composition of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;
- assessing the independence of independent non-executive Directors; and
- making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the General Manager.

WAIVERS BY THE HONG KONG STOCK EXCHANGE

Management Presence in Hong Kong

According to Rule 8.12 and Rule 19A.15 of the Hong Kong Listing Rules, the Company must have sufficient management presence in Hong Kong. This normally means that at least two of the executive Directors must be ordinarily resident in Hong Kong. The Company is a distributor and supply chain services provider for pharmaceutical and healthcare products in the PRC. Since our head office and substantially all of our business operations are based, managed and conducted in the PRC, we do not, and for the foreseeable future, will not, have executive Directors who are ordinarily residents in Hong Kong, for the purposes of satisfying the requirements under Rules 8.12 and 19A.15 of the Hong Kong Listing Rules. Currently, both of our two executive Directors reside in the PRC.

Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us, a waiver from strict compliance with Rule 8.12 and Rule 19A.15 of

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the Hong Kong Listing Rules. We have made arrangements to maintain effective communication between the Hong Kong Stock Exchange and us as follows:

- Both of the Company's authorized representatives, Fu Mingzhong, a PRC resident, and Wu Aimin, a PRC resident, will act as our principal channel of communication with the Hong Kong Stock Exchange. Although both Ms. Fu and Mr. Wu reside in the PRC, they possess valid travel documents and are able to renew such travel documents when they expire in order to visit Hong Kong. Accordingly, the authorized representatives of the Company will be able to meet with the relevant members of the Hong Kong Stock Exchange on short notice;
- Both of the authorized representatives of the Company have means of contacting all Directors (including the independent non-executive Directors) promptly at all times as and when the Hong Kong Stock Exchange wishes to contact the Directors on any matters;
- Each Director has provided his contact number, fax number and e-mail address to the authorized representatives of the Company and the Hong Kong Stock Exchange and in the event that any Director expects to travel or otherwise be out of office, he will provide the phone number of the place of his accommodation to the authorized representatives;
- Each of the Directors who is not ordinarily resident in Hong Kong possesses valid travel documents to visit Hong Kong and will be able to meet with the relevant members of the Hong Kong Stock Exchange within a reasonable period of time;
- Mr. Ngai Wai Fung, one of the joint company secretaries of the Company, who is a Hong Kong resident, will act as the alternate of the Company's authorized representatives to act at all times as a channel of communication with the Hong Kong Stock Exchange; and
- The Company has appointed CICC as our compliance adviser who will serve as a principal channel of communication with the Hong Kong Stock Exchange from [●] to the date when the Company mails its annual reports to its shareholders for the first full financial year immediately after [●] of our H Shares.

Appointment of Joint Company Secretaries

Rule 8.17

According to Rule 8.17 of the Hong Kong Listing Rules, the secretary of the Company must be a person who is ordinarily resident in Hong Kong and who has the requisite knowledge and experience to discharge the functions of a secretary of an issuer and who:

- is an ordinary member of The Hong Kong Institute of Chartered Secretaries, a solicitor or a barrister as defined in the Legal Practitioners Ordinance or a professional accountant; or
- is an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Hong Kong Stock Exchange, capable of discharging those functions.

Rule 19A.16

Rule 19A.16 of the Hong Kong Listing Rules, however, does not require the secretary of a PRC issuer to be ordinarily resident in Hong Kong, provided that such person can meet the other requirements under Rule 8.17 of the Hong Kong Listing Rules.

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Mr. Wu Aimin does not possess the specified qualifications required by Rule 8.17(2) and (3) of the Hong Kong Listing Rules in that although he is a qualified accountant in the PRC and has held various senior positions as indicated in his biography, he may not possess the relevant experience as required by the Hong Kong Stock Exchange in terms of his familiarity with the Hong Kong Listing Rules. Given the important role of the company secretary in the corporate governance of [●], particularly in assisting [●] as well as its directors in complying with the Hong Kong Listing Rules and other relevant laws and regulations, we have the following arrangements:

- Mr. Wu Aimin will endeavor to attend relevant training courses including briefing on the latest changes to the applicable Hong Kong laws and regulations and the Hong Kong Listing Rules organized by the Company's Hong Kong legal advisers on an invitation basis and seminars organized by the Hong Kong Stock Exchange for [●] from time to time.
- The Company has appointed Mr. Ngai Wai Fung who meets the requirements under Rule 8.17(2) of the Hong Kong Listing Rules, as a joint company secretary to assist Mr. Wu Aimin so as to enable him to acquire the relevant experience (as required under 8.17(3) of the Hong Kong Listing Rules) to discharge the duties and responsibilities as company secretary of the Company.
- Mr. Ngai Wai Fung, who will familiarize himself with the affairs of the Company, will communicate regularly with Mr. Wu Aimin on matters relating to corporate governance, the Hong Kong Listing Rules as well as other laws and regulations which are relevant to us and our other affairs. Mr. Ngai Wai Fung will work closely with, and provide assistance to, Mr. Wu Aimin in the discharge of his duties as a joint company secretary, including organizing the Company's board meetings and shareholders' meetings.
- Mr. Wu Aimin will be appointed for an initial period of three years from the date of [●] of the H Shares, provided that he will be assisted by Mr. Ngai Wai Fung. Upon expiry of the three year period, a further evaluation of the qualifications and experience of Mr. Wu Aimin and the need for on-going assistance would be made.

The Company has applied to the Hong Kong Stock Exchange for, and [has been granted,] a waiver from strict compliance with the requirements of Rule 8.17 and Rule 19A.16 of the Hong Kong Listing Rules. Upon the expiry of the initial three years period, the qualifications of Mr. Wu will be re-evaluated to determine whether the requirements as stipulated in Rule 8.17 of the Hong Kong Listing Rules can be satisfied. In the event that Mr. Wu has obtained relevant experience under Rule 8.17(3) of the Hong Kong Listing Rules at the end of the said initial three years period, the above joint company secretaries arrangement will no longer be required by the Company.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The Directors, Supervisors and senior management receive compensation in the form of salaries, bonuses, housing allowances and other benefits-in-kind, including the Company's contribution to the pension plan on their behalf. Total compensation paid to the Directors (including the four independent non-executive Directors), Supervisors and senior management for the three years ended 31 December 2006, 2007 and 2008 were approximately RMB4,378,000, RMB5,671,000, and RMB6,899,000, respectively. Mr. Wei Yulin, who was not a director of our Company during the years ended 31 December 2006 and 2007, received remuneration from our Company as a member of senior management in those years. In addition, the non-executive Directors did not receive remuneration from our Company during the years ended 31 December 2006, 2007 and 2008, since they did not have any executive position in our Company. The Company understands that these non-executive Directors either received remuneration from CNPGC or from Fosun Company and its subsidiary(ies) or the

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Fosun Group, as the case may be, where they hold executive positions. In each of the years ended 31 December 2006, 2007 and 2008, the total compensation paid to the executive Directors was RMB842,000, RMB919,000 and RMB1,910,000 respectively, while the total compensation payable to the executive Directors for the year ending 31 December 2009 is estimated to be RMB1,979,000. No compensation was paid to the non-executive Directors in each of the years ended 31 December 2006, 2007 and 2008 and the Company does not expect any compensation to be paid to the non-executive Directors for the year ending 31 December 2009. In each of the years ended 31 December 2006, 2007 and 2008, the total compensation paid to the independent non-executive Directors was RMB240,000, RMB240,000 and RMB561,000 respectively, while the total compensation payable to the independent non-executive Directors for the year ending 31 December 2009 is estimated to be RMB654,000. In each of the years ended 31 December 2006 and 2007, no compensation was paid to the Supervisors, and in the year ended 31 December 2008, the total compensation paid to the Supervisors was RMB444,000, while the total compensation payable to the Supervisors for the year ending 31 December 2009 is estimated to be RMB449,000. In each of the years ended 31 December 2006, 2007 and 2008, the total compensation paid to senior management (exclusive of one executive Director in 2006 and 2007 and two executive Directors in 2008) was RMB3,296,000, RMB4,513,000 and RMB3,985,000 respectively, while the total compensation payable to senior management (exclusive of two executive Directors) for the year ending 31 December 2009 is estimated to be RMB5,928,000.

As required by PRC regulations, we participate in various defined pension schemes for our employees, including those organized by provincial or municipal governments as well as supplemental pension schemes. The employees covered by such schemes include our Directors, Supervisors and management personnel. The Company contributed RMB369,000 as pension funds for the Directors, Supervisors and senior management for the year ended 31 December 2008. The aggregate amount of compensation the Company paid to the five highest paid individuals (comprising of executive Directors and other senior management members) during the year ended 31 December 2008 was approximately RMB4,307,000. Under the existing arrangements currently in force, the aggregate remuneration payable to and benefits-in-kind receivable by the Directors (including four independent non-executive Directors) and Supervisors, in respect of the year ending 31 December 2009 are estimated to be approximately RMB2,633,000 (including RMB654,000 to be received by the independent non-executive Directors) and RMB449,000, respectively.

In determining the remuneration packages of the Directors, the Company will consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in our Company and desirability of performance-based remuneration.

COMPLIANCE ADVISER

The Company has agreed to appoint CICC to be its compliance adviser in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. The Company expects to enter into a compliance adviser's agreement with the compliance adviser, the material terms of which are as follows:

- (a) the Company will appoint CICC as the compliance adviser for the purpose of Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules;
- (b) the compliance adviser will provide us with certain services, including providing us with proper guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines and provide advice to the Company on the continuing requirements under the Hong Kong Listing Rules and applicable laws and regulations;

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- (c) the compliance adviser will, as soon as reasonably practicable, inform us of any amendment or supplement to the Hong Kong Listing Rules announced by the Hong Kong Stock Exchange from time to time, and of any amendment or supplement to the applicable laws and guidelines; and
- (d) the compliance adviser will serve as a principal channel of communication of the Company with the Hong Kong Stock Exchange.