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# **SINOPHARM GROUP CO. LTD.\***

## **國藥控股股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)*

**(Stock Code: 01099)**

### **PLACING OF H SHARES**

### **SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

#### **SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

Reference is made to the announcement of Sinopharm Group Co. Ltd. (the “**Company**”) dated 28 March 2013 in relation to the Placing of H Shares (the “**Announcement**”).

Capitalized terms used in this announcement, unless the context requires otherwise, shall have the same meanings as those defined in the Announcement.

As the Placing is expected to be completed on or before 10 April 2013, the Placing Shares are expected to be registered in the Register of Members of H Shares before the date of closure of the Register of Members of H Shares for the purpose of determining the Shareholders entitled to the final dividend of the Company for the year ended 31 December 2012.

As such, on 1 April 2013, the Company entered into a supplemental agreement to the Placing Agreement (the “**Supplemental Agreement**”) with the Placing Agents, pursuant to which the relevant amendments are as follows:

#### “RANKING OF THE PLACING SHARES

The Placing Shares shall be allotted and issued fully paid and rank pari passu in all aspects with the other H Shares then in issue free from all liens, charges and encumbrances, and together with all rights attaching to them as at the date of issue of the Placing Shares, including the right to receive all dividends declared, made or paid on or after the date of issue of the Placing Shares (including without limitation the final dividend of the Company for the year ended 31 December 2012, if any).”

#### **PROCEEDS FROM THE PLACING**

Based on the adjustment to the relevant costs and expenses in connection with the Placing in the Supplemental Agreement, the maximum amount of net proceeds from the Placing (after deducting all applicable costs and expenses, including commission, legal fees and levies) and the net price (after deducting all applicable costs and expenses, including commission, legal fees and levies) raised per H Share upon completion of the Placing will be approximately HK\$4,005 million and HK\$24.18, respectively.

The intended use of proceeds from the Placing as disclosed in the Announcement remains unchanged.

#### **GENERAL**

Save for the aforesaid amendments, there were no other material changes to the terms of the Placing Agreement.

The Directors consider that the amendments to the terms of the Placing Agreement (including but not limited to the entitlement of the Placing Shares to the final dividend of the Company for the year ended 31 December 2012) are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

#### **PROPOSED ADJUSTMENT OF THE PROFIT DISTRIBUTION PLAN FOR THE YEAR 2012**

Reference is also made to the announcement of the Company dated 22 March 2013 in relation to the annual results of the Company and its subsidiaries for the year ended 31 December 2012 (the “**Annual Results Announcement**”).

As stated in the Annual Results Announcement, the Board proposed to distribute a final dividend of RMB0.25 per share (inclusive of tax) for the year ended 31 December 2012, totaling approximately RMB600,656,000, which was calculated based on the total share capital of the Company as at 31 December 2012 (being 2,402,625,299 shares).

A meeting of the Board will be held as soon as possible upon completion of the Placing, to consider and approve the proposed adjustment of the profit distribution plan for the year 2012 on the basis that the payment of a final dividend of RMB0.25 per share (inclusive of tax) for the year ended 31 December 2012 remains unchanged and the total amount of the payment will be calculated according to the enlarged share capital of the Company upon completion of the Placing.

Further announcement in relation to the adjustment of the profit distribution plan will be made by the Company in due course in accordance with the Listing Rules.

By order of the Board of  
**Sinopharm Group Co. Ltd.**  
**She Lulin**  
*Chairman*

Shanghai, the PRC

1 April 2013

*As at the date of this announcement, the executive director of the Company is Mr. Wei Yulin; the non-executive directors of the Company are Mr. She Lulin, Mr. Wang Qunbin, Mr. Zhou Bin, Mr. Chen Qiyu, Mr. Deng Jindong, Mr. Fan Banghan and Mr. Liu Hailiang; and the independent non-executive directors of the Company are Mr. Wang Fanghua, Mr. Tao Wuping, Mr. Xie Rong, Mr. Zhou Bajun and Ms. Li Ling.*

\* *The Company is registered as a non-Hong Kong company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) under its Chinese name and the English name "Sinopharm Group Co. Ltd."*