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**PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

AND

**CONNECTED TRANSACTION IN RELATION TO
SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

Financial adviser to China NT Pharma Group Company Limited



Placing Agents



Shenyin Wanguo Capital (H.K.) Limited

THE PLACING

On 22 May 2015 (after trading hours), the Company and the Placing Agents entered into the Placing Agreement pursuant to which, GTJA and SYWG have conditionally agreed to act as the placing agents of the Company together and, on a best effort basis, to procure Placees to subscribe for up to an aggregate of 179,650,000 Placing Shares, at the Placing Price of HK\$1.86 per Placing Share. It is expected that all the Placing Shares will be placed to not less than six Placees who are independent of and not connected with any of the directors, chief executive or substantial shareholders of the Company or its subsidiaries or their respective associates. The Placing is subject to conditions set out below in the paragraph headed “Conditions precedent

to the Placing”. Since completion of the Placing Agreement and the Subscription Agreement are inter-conditional, the EGM will be convened and held for the purpose of considering and, if thought fits, approving the Placing and the Subscription.

The maximum number of 179,650,000 Placing Shares represents (i) approximately 13.84% of the existing issued share capital of the Company of 1,298,347,800 Shares as at the date of this announcement; and (ii) approximately 11.53% of the issued share capital of the Company of 1,557,997,800 Shares as enlarged by the allotment and issue of the Placing Shares and the Subscription Shares in aggregate (assuming there will be no other changes in the issued share capital of the Company).

THE SUBSCRIPTION

On 22 May 2015 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 80,000,000 new Shares at the Subscription Price of HK\$1.86 per Subscription Share. The Subscription is subject to the conditions set out below in the paragraph headed “Conditions precedent to the Subscription”. Since completion of the Placing Agreement and the Subscription Agreement are inter-conditional, the EGM will be convened and held for the purpose of considering and, if thought fits, approving the Placing and the Subscription.

The 80,000,000 Subscription Shares represents (i) approximately 6.16% of the existing issued share capital of the Company of 1,298,347,800 Shares as at the date of this announcement; and (ii) approximately 5.13% of the issued share capital of the Company of 1,557,997,800 Shares as enlarged by the allotment and issue of the Placing Shares and the Subscription Shares in aggregate (assuming there will be no other changes in the issued share capital of the Company).

Completion of the Placing Agreement and the Subscription Agreement are inter-conditional and shall take place simultaneously.

GENERAL

Assuming the maximum number of Placing Shares and Subscription Shares are placed and subscribed for, the gross proceeds from the Placing and the Subscription are expected to be approximately HK\$482.95 million (based on the Placing Price and Subscription Price of HK\$1.86 per Share). The net proceeds of the Placing and the Subscription (after deducting related placing commissions, professional fees and related expenses which will be borne by the Company) are expected to be in the range of approximately HK\$476.68 million. The maximum net price raised per Placing Share or Subscription Share upon the completion of the Placing and the Subscription will be approximately HK\$1.84.

The Placing Shares and the Subscription Shares will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM. As at the date of this announcement, the Subscriber is a substantial shareholder which holds 505,062,500 Shares, representing approximately 38.90% of the issued share capital of the Company. Since the Subscriber is a substantial shareholder and hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules, the Subscription will constitute a connected transaction for the Company and is subject to the announcement, reporting and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

A circular containing, among other things, (i) further details of the Placing and the Subscription; (ii) a letter from the Independent Board Committee in relation to the Placing and the Subscription and the transactions contemplated thereunder; (iii) a letter of advice from the independent financial adviser in relation to the Placing and the Subscription and the transactions contemplated thereunder; and (iv) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules. It is expected that the circular will be despatched to the Shareholders on or before 11 June 2015.

The Independent Board Committee has been established to advise the Independent Shareholders in respect of the terms of the Placing Agreement and the Subscription Agreement. The Company will appoint an Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in this regard.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares and the Subscription Shares.

Completion of the Placing and Subscription are subject to the satisfaction of the conditions precedent in the Placing Agreement and the Subscription Agreement respectively. As the Placing and Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date

22 May 2015 (after trading hours)

Parties

Issuer: The Company

- Placing Agents:
- 1 Guotai Junan Securities (Hong Kong) Limited
 - 2 Shenyin Wanguo Securities (H.K.) Limited

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Placing Agent is a third party independent of and is not connected with the Company and its connected persons.

Number of Placing Shares

GTJA and SYWG have agreed to act as the placing agents of the Company together and, on a best effort basis, to procure Placees to subscribe for up to an aggregate of 179,650,000 Placing Shares, at the Placing Price of HK\$1.86 per Placing Share. The aggregate nominal value of the maximum of 179,650,000 Placing Shares under the Placing is USD14.37. It is expected that all the Placing Shares will be placed to not less than six Placees who are to the best knowledge, information and belief of the Placing Agents, independent of and not connected with any of the directors, chief executive or substantial shareholders of the Company or its subsidiaries or their respective associates. It is expected that there shall not be less than six Placees and none of the Placees will become a substantial shareholder of the Company immediately after completion of the Placing and the Subscription. If any of the Placees becomes a new substantial shareholder of the Company after the completion of the Placing and the Subscription, further announcement will be made by the Company.

The maximum number of 179,650,000 Placing Shares represents (i) approximately 13.84% of the existing issued share capital of the Company of 1,298,347,800 Shares as at the date of this announcement; and (ii) approximately 11.53% of the issued share capital of the Company of 1,557,997,800 Shares as enlarged by the allotment and issue of the maximum number of the Placing Shares and the Subscription Shares in aggregate (assuming there will be no other changes in the issued share capital of the Company).

Ranking of Placing Shares

The Placing Shares will rank *pari passu* in all respects among themselves and with Shares in issue as at the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$1.86 per Placing Share (exclusive of brokerage, Stock Exchange trading fees and SFC transaction levies) represents:

- (i) a discount of approximately 15.84% to the closing price of HK\$2.21 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 19.13% to the average closing price of approximately HK\$2.30 per Share as quoted on the Stock Exchange for the last five consecutive trading days of the Shares prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agents. The Placing Agents will receive a placing commission of 1.5% of the aggregate Placing Price payable for the aggregate Placing Shares actually placed by them. The placing commission was determined after arm's length negotiations between the Company and the Placing Agents. The Directors consider that the terms of the Placing (including the placing commission and the Placing Price) 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.

Conditions precedent to the Placing

Placing Completion is conditional upon the satisfaction of the following conditions on or prior to 4:00 p.m. on the Long Stop Date (or such later date as may be agreed by the Placing Agents and the Company in writing):

- (i) the listing committee of the Stock Exchange granting the listing of and permission to deal in the Placing Shares and the Subscription Shares;
- (ii) the passing of resolution(s) by the Independent Shareholders to approve the Placing Agreement and the transactions contemplated thereunder at the EGM;
- (iii) the Subscription Agreement having become unconditional in all respects (other than for the condition for the Placing Agreement to become unconditional);
- (iv) the Company obtaining all necessary written consents and approvals (if any) from the relevant authorities in respect of the transactions contemplated under the Placing Agreement, if applicable; and
- (v) no representation, warranty or undertaking under the Placing Agreement having been breached by the Company or is otherwise rendered inaccurate, untrue or misleading in any material respect or no failure by the Company to perform its obligations under the Placing Agreement, in each case on or prior to the Placing Completion.

In the event that the conditions of the Placing are not fulfilled on or before the Long Stop Date (or such later date as the parties thereto may mutually agree), all rights, obligations and liabilities of the Placing Agents and of the Company thereunder shall cease and determine and neither parties thereto shall have any claim against the other in relation thereto save for the payment by the Company of all reasonable costs and expenses as reasonably and properly incurred by the Placing Agents in relation to the Placing.

In the event that the conditions of the Placing are fulfilled on or before the Long Stop Date or such later date as the parties thereto may mutually agree, but the Subscriber fails to complete the subscription of Subscription Shares in accordance with the Subscription Agreement, all rights, obligations and liabilities of the Placing Agents and of the Company thereunder shall cease and determine and neither parties hereto shall have any claim against the other in relation thereto save for the reasonable costs and expenses to be paid by the Company to the Placing Agents in relation to the Placing.

Placing Completion

Placing Completion and Subscription Completion are inter-conditional and shall take place simultaneously at or before 4:00 p.m. at a date no later than the Closing Date. If the Subscription does not proceed to completion, the Placing Completion will not take place and both the Placing Agreement and the Subscription Agreement will terminate in accordance with their respective terms.

THE SUBSCRIPTION

The Subscription Agreement

Date

22 May 2015 (after trading hours)

Parties

Issuer: The Company

Subscriber: Golden Base Investment Limited, a company incorporated in the British Virgins Island with limited liability and a substantial shareholder of the Company which holds 505,062,500 Shares, representing approximately 38.90% of the issued share capital of the Company as at the date of this announcement.

Subscription Shares

The Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 80,000,000 new Shares at the Subscription Price. The aggregate nominal value of the 80,000,000 Subscription Shares under the Subscription is USD6.4. The Subscriber shall make or procure the making of payments to the Company in an amount equivalent to the Subscription Price multiplied by the total number of the Subscription Shares upon Subscription Completion.

The 80,000,000 Subscription Shares represents (i) approximately 6.16% of the existing issued share capital of the Company of 1,298,347,800 Shares as at the date of this announcement; and (ii) approximately 5.13% of the issued share capital of the Company of 1,557,997,800 Shares as enlarged by the allotment and issue of the maximum number of Placing Shares and the Subscription Shares in aggregate (assuming there will be no other changes in the issued share capital of the Company).

After the completion of the Subscription, the Subscriber will hold 585,062,500 Shares, representing approximately 37.55% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum number of Placing Shares and the Subscription Shares in aggregate (assuming there will be no other changes in the issued share capital of the Company).

Ranking of Subscription Shares

The Subscription Shares will rank pari passu in all respects among themselves and with Shares in issue as at the date of allotment and issue of the Subscription Shares.

Conditions precedent to the Subscription

Subscription Completion is conditional upon the satisfaction of the following conditions on or prior to 4:00 p.m. on the Long Stop Date (or such late date as may be agreed by the Subscriber and the Company in writing):

- (i) the listing committee of the Stock Exchange granting the listing of and permission to deal in the Subscription Shares and the Placing Shares;
- (ii) the passing of resolution(s) by the Independent Shareholders to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM;
- (iii) the Placing Agreement having become unconditional in all respects (other than the Subscription Agreement to become unconditional);
- (iv) the parties to the Subscription Agreement having obtained any and all other consents, permits, approvals, authorisations and waivers necessary or appropriate for the entering into the consummation of the transactions by the Subscription Agreement; and
- (v) no representation, warranty or undertaking under the Subscription Agreement having been breached by the Company or is otherwise rendered inaccurate, untrue or misleading in any material respect, in each case on or prior to the Subscription Completion.

In the event that the conditions of the Subscription are not fulfilled on or before the Long Stop Date (or such later time and/or date as the Company and the Subscriber may mutually agree), the obligations of the parties under the Subscription Agreement shall cease and determine and neither party of the Subscription Agreement shall have any claim against the other save in respect of any antecedent breaches of the Subscription Agreement.

In the event that the conditions of the Subscription are fulfilled on or before the Long Stop Date (or such later time and/or date as the Company and the Subscriber may mutually agree), but the Placing cannot be completed for whatever reason(s), the obligations of the parties under the Subscription Agreement shall cease and determine and neither party hereto shall have any claim under the Subscription Agreement against the other save in respect of any antecedent breaches of the Subscription Agreement.

Subscription Completion

Subscription Completion shall take place simultaneously with the Placing Completion on the third Business Day (or such other date as mutually agreed between the Company and the Subscriber) after the fulfillment of the conditions set out above. If the Placing does not proceed to completion, the Subscription Completion will not take place and both the Subscription Agreement and the Placing Agreement will terminate in accordance with their respective terms.

FUND RAISING ACTIVITY IN THE PAST TWELVE MONTHS

Apart from the fund raising activity mentioned below, the Company has not conducted any capital raising activities in the 12 months immediately before the date of this announcement.

Date of announcement/ circular	Fund raising activity	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
5 January 2015	Placing of up to 216,391,300 Shares at the placing price at HK\$1.05 per Share under the general mandate granted to the Directors at the annual general meeting on 18 June 2014. The completion of the placing took place on 13 January 2015 and all 216,391,300 Placing Shares had been successfully placed.	Approximately HK\$220.4 million	For expanding the Group's proprietary products portfolio and developing its research and development capabilities as well as for the repayment of certain debt of the Group	(i) Approximately HK\$120.4 million was used for expanding the Group's proprietary products portfolio and developing its research and development capabilities (ii) Approximately HK\$100.0 million was used for the repayment of certain debt of the Group

USE OF PROCEEDS AND THE REASONS FOR THE PLACING AND THE SUBSCRIPTION

Assuming the maximum Placing Shares and Subscription Shares are placed and subscribed for, the gross proceeds from the Placing and the Subscription are expected to be approximately HK\$482.95 million (based on the Placing Price and Subscription Price of HK\$1.86 per Share). The net proceeds of the Placing and the Subscription (after deducting related placing commissions, professional fees and related expenses) are expected to be approximately HK\$476.68 million. The maximum net price raised per Placing Share or Subscription Share upon the completion of the Placing and the Subscription will be approximately HK\$1.84. The Company currently intends to use the net proceeds from the Placing and Subscription in the following manner: (i) for expanding the Group's proprietary products portfolio and developing its research and development capabilities; (ii) for the repayment of certain debt of the Group; and (iii) for general corporate purpose.

As such, the Directors consider that it is in the interests of the Company to raise additional capital from the equity market by the Placing and the Subscription in order to enhance the cash position of the Group and also the capital and shareholder base of the Company for long-term development and to further strengthen its financial position.

The Directors have also considered other ways of fund raising such as debt financing, bank borrowing, rights issue or open offer. As regards to debt financing and bank borrowing, having considered that it would increase the gearing level of the Group and the interest expenses and finance costs would impose additional financial burden to the Group's future cash flow, the Board considered that such fund raising method is currently not the most appropriate method to the Group. As regards to the viability of a rights issue or an open offer, the Directors consider that the rights issue or open offer would incur higher legal cost and the cost for the preparation of the documents and the process would be relatively time consuming.

The Directors consider that the Subscription reflects the confidence and commitment of Golden Base Investment Limited, the controlling shareholder of the Company, towards the long-term and sustainable development of the Company, and that the continuing support of the controlling shareholder of the Company is crucial to ensure the business stability and long-term development of the Group.

In light of the above, the Board is of the view that the Placing and the Subscription are the most appropriate fund raising method and are beneficial to the Company.

Overall, the Directors (excluding the Independent Board Committee), after taking into account the factors, reasons and circumstances disclosed above, consider that the terms of the Placing Agreement and the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE

Assuming that the maximum number of Placing Shares and Subscription Shares will be issued, the expected changes in the share capital and shareholding structure of the Company resulting from the Placing and the Subscription are as follows:

Name of Shareholder	At the date of this announcement		Immediately after the Placing Completion and Subscription Completion	
	No. of Shares	%	No. of Shares	%
Golden Base Investment Limited (<i>Note 1</i>)	505,062,500	38.90	585,062,500	37.55
Mr. Ng Tit and Ms. Chin Yu (<i>Note 2</i>)	500,000	0.04	500,000	0.03
Public				
Places	–	–	179,650,000	11.53
Other public shareholders	792,785,300	61.06	792,785,300	50.89
Total	1,298,347,800	100.00	1,557,997,800	100.00

Notes:

1. The 505,062,500 Shares are beneficially owned by Golden Base Investment Limited. Mr. Ng Tit and Ms. Chin Yu are the controlling shareholders of Golden Base Investment Limited.
2. The 500,000 Shares are jointly owned by Mr. Ng Tit and his spouse, Ms. Chin Yu. Ms. Chin Yu is also interested in 4,000,000 share options of the Company.

GENERAL

Information of the Group

The Company is an investment holding company. The Group is principally engaged in research and development, manufacturing, sales and distribution of pharmaceutical products, as well as the provision of pharmaceutical marketing and promotion services in the People's Republic of China.

Information of the Subscriber

The Subscriber is an investment holding company incorporated in the British Virgins Island with limited liability and a substantial shareholder of the Company which holds 505,062,500 Shares, representing approximately 38.90% of the issued share capital of the Company as at the date of this announcement.

General mandate

The Placing Shares and the Subscription Shares will be issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM to allot, issue and otherwise deal with securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Company is authorized to issue up to 259,669,560 new Shares. As at the date of this announcement, no securities of the Company have been issued under the General Mandate.

Implications of the Listing Rules

As at the date of this announcement, the Subscriber is a substantial shareholder which holds 505,062,500 Shares, representing approximately 38.90% of the issued share capital of the Company. Since the Subscriber is a substantial shareholder and hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules, the Subscription will constitute a connected transaction for the Company and is subject to the announcement, reporting and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Since completion of the Placing Agreement and the Subscription Agreement are inter-conditional, the EGM will be convened and held for the purpose of considering and, if thought fits, approving the Placing and the Subscription.

EGM

The EGM will be convened for the purpose of considering and, if deemed appropriate, approving, among other things, the Placing and the Subscription and the respective transactions contemplated thereunder.

In accordance with the Listing Rules, any Shareholder who has a material interest in the Placing and/or the Subscription shall abstain from voting on the resolution(s) to approve the Placing or the Subscription and the respective transactions contemplated thereunder at the EGM. The Subscriber, Mr. Ng Tit and Ms. Chin Yu will abstain from voting on the relevant resolution(s) at the EGM accordingly. Save for the Subscriber, Mr. Ng Tit and Ms. Chin Yu to the best of knowledge, information and belief of the Directors, no other Shareholder has a material interest in the transactions contemplated under the Placing Agreement or the Subscription Agreement and will be required to abstain from voting on the resolution(s) to approve the Placing or the Subscription and the respective transactions contemplated thereunder at the EGM.

A circular containing, among other things, (i) further details of the Placing and the Subscription; (ii) a letter from the Independent Board Committee in relation to the Placing and the Subscription and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser in relation to the Placing and the Subscription and the transactions contemplated thereunder; and (iv) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules. It is expected that the circular will be despatched to the Shareholders on or before 11 June 2015.

Independent Board Committee and Independent Financial Adviser

The Independent Board Committee has been established to advise the Independent Shareholders in respect of the terms of the Placing Agreement and the Subscription Agreement. The Company will appoint an Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in this regard.

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares and the Subscription Shares.

Completion of the Placing and the Subscription are subject to the satisfaction of the conditions precedent in the Placing Agreement and the Subscription Agreement. As the Placing and the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

“AGM”	the annual general meeting of the Company held on 21 May 2015 at which, among other things, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday or public holiday) on which licensed banks in Hong Kong are open for business during their normal business hours
“Closing Date”	the date falling on the third Business Day after the conditions as set out in the Placing Agreement have been satisfied (or such other date as the Company and the Placing Agents may mutually agree in writing)
“Company”	China NT Pharma Group Company Limited (中國泰凌醫藥集團有限公司) (Stock Code: 1011), 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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“EGM”	an extraordinary general meeting of the Company to be convened for the purposes of considering, and if thought fit, approving the Placing and the Subscription and the respective transactions contemplated thereunder
“General Mandate”	the general mandate granted to the Directors by a resolution of the Shareholders passed at the AGM to allot, issue and otherwise deal with securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of the AGM
“Group”	collectively, the Company and its subsidiaries from time to time
“GTJA”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent Board committee, comprising all independent non-executive Directors, namely Mr. Yue Nien Martin Tang, Mr. Patrick Sun and Dr. Lap-Chee Tsui, which has been formed to advise the Independent Shareholders in respect of the Placing and the Subscription and the transactions contemplated thereunder
“Independent Financial Adviser”	the independent financial adviser to be appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Placing Agreement and the Subscription Agreement
“Independent Shareholders”	Shareholders other than the Subscriber, Mr. Ng Tit and Ms. Chin Yu
“Long Stop Date”	31 July 2015
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Placee(s)”	investor(s) procured by the Placing Agents to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of up to 179,650,000 Placing Shares by the Placing Agents, on a best effort basis, pursuant to the terms and conditions of the Placing Agreement
“Placing Agents”	GTJA and SYWG
“Placing Agreement”	the conditional placing agreement dated 22 May 2015 entered into between the Company and the Placing Agents in relation to the Placing
“Placing Completion”	completion of the Placing in accordance with the terms and conditions of the Placing Agreement
“Placing Price”	HK\$1.86 per Placing Share
“Placing Share(s)”	up to 179,650,000 new Shares to be placed under the Placing
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of USD0.00000008 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Golden Base Investment Limited, a company incorporated in the British Virgins Island with limited liability and a substantial shareholder of the Company which holds 505,062,500 Shares, representing approximately 38.90% of the issued share capital of the Company as at the date of this announcement
“Subscription”	subscription of Subscription Shares by the Subscriber at the Subscription Price pursuant to the Subscription Agreement

“Subscription Agreement”	the conditional subscription agreement dated 22 May 2015 entered into between the Company and the Subscriber in respect of the Subscription
“Subscription Completion”	completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
“Subscription Price”	the subscription price per Subscription Share which shall be equivalent to the Placing Price
“Subscription Shares”	80,000,000 new Shares to be allotted and issued by the Company to the Subscriber under the Subscription
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“SYWG”	Shenyin Wanguo Securities (H.K.) Limited, a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

* *for identification purpose only*

By order of the Board
China NT Pharma Group Company Limited
Ng Tit
Chairman

Hong Kong, 22 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Ng Tit, Ms. Chin Yu and Mr. Wu Weizhong; the non-executive director of the Company is Dr. Qian Wei and the independent non-executive directors of the Company are Mr. Yue Nien Martin Tang, Mr. Patrick Sun and Dr. Lap-Chee Tsui.