



中國製藥集團有限公司  
**China Pharmaceutical  
Group Limited**

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

**(Stock Code: 1093)**

**ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of China Pharmaceutical Group Limited (the “**Company**”) has been notified that the Company’s controlling shareholder, China Charmaine Pharmaceutical Company Limited (“**CCPCL**”), has transferred its entire 50.93% interest in the Company to its concert party, Massive Giant Group Limited (“**MGL**”).

References are made to the composite offer and response document dated 19 July 2007 (the “**Offer Document**”) in respect of the mandatory general offer by MGL to acquire the shares of the Company (the “**General Offer**”) and the joint announcement dated 9 August 2007 (the “**Joint Announcement**”) made by the Company, MGL and Legend Holdings Limited (“**Legend Holdings**”) in respect of the closing of the General Offer.

The board of directors of the Company has been notified by CCPCL and MGL that, on 19 May 2008, CCPCL transferred 783,316,161 shares, representing approximately 50.93% of the issued share capital of the Company, to MGL (the “**Transfer**”). Immediately following the Transfer, MGL holds in aggregate approximately 50.94% of the issued share capital of the Company. For details of the shareholding structure of the Company immediately before and after the Transfer, please refer to the tables below:

**IMMEDIATELY BEFORE THE TRANSFER**

<b>Name of shareholders</b>	<b>Name of its immediate controlling shareholder (% holding)</b>	<b>No. of shares held</b>	<b>Approximate %</b>
China Charmaine Pharmaceutical Company Limited	Shijiazhuang Pharmaceutical Group Company Limited (100%)	783,316,161	50.93
Massive Giant Group Limited	Hony Capital Fund III, L.P. (100%)	166,232	0.01
Others		754,642,268	49.06
<b>Total</b>		<b>1,538,124,661</b>	<b>100.00</b>

## IMMEDIATELY AFTER THE TRANSFER

<b>Name of shareholders</b>	<b>Name of its immediate controlling shareholder (% holding)</b>	<b>No. of shares held</b>	<b>Approximate %</b>
Massive Giant Group Limited	Hony Capital Fund III, L.P. (100%)	783,482,393	50.94
Others		<u>754,642,268</u>	<u>49.06</u>
<b>Total</b>		<u><u>1,538,124,661</u></u>	<u><u>100.00</u></u>

As set out in the Offer Document, due to certain concert party arrangements involving Legend Holdings (of which CCPCL is an indirect wholly-owned subsidiary) and MGL, Legend Holdings is entitled to exercise an ultimate control over MGL in relation to, among other things, all decisions relating to MGL's equity stake in the Company.

By Order of the Board  
**China Pharmaceutical Group Limited**  
**Cai Dongchen**  
*Chairman*

Hong Kong, 19 May 2008

*As at the date of this announcement, the board of directors of the Company comprises Mr. Cai Dongchen, Mr. Yue Jin, Mr. Feng Zhenying, Mr. Ji Jianming, Mr. Chak Kin Man, Mr. Pan Weidong, Mr. Li Zhibiao and Mr. Zhang Zheng as executive directors; Mr. Lee Ka Sze, Carmelo as non-executive director and Mr. Huo Zhenxing, Mr. Qi Moujia, Mr. Guo Shichang and Mr. Chan Siu Keung, Leonard as independent non-executive directors .*