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## **CSPC PHARMACEUTICAL GROUP LIMITED**

**石藥集團有限公司**

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

**(Stock code: 1093)**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, APPOINTMENT OF NOMINATION COMMITTEE MEMBER AND NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

The board of directors (the “Board”) of CSPC Pharmaceutical Group Limited (the “Company”) hereby announces that (i) Mr. ZHANG Fawang resigned as an independent non-executive director of the Company with effect from 1 June 2014 due to retirement; (ii) Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin were appointed as independent non-executive directors of the Company with effect from 1 June 2014; and (iii) Mr. LO Yuk Lam was appointed as a member of the Nomination Committee of the Company with effect from 1 June 2014.

Mr. ZHANG Fawang has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to his resignation as independent non-executive director of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. ZHANG Fawang for his valuable contribution to the Company in the past years.

#### **LO Yuk Lam**

Mr. LO Yuk Lam, aged 66, is currently the President of Saitai Biotechnology Research Institute, Vice-Chairman of Santai Eco Fishery Limited, Chairman of Lo & Associates Limited, Senior Director of Questmark Asia Limited and Senior Advisor of Questmark Capital Management Sdn. Bhd.. Mr. LO is also an independent director of Sinovac Biotech Limited (listed on NASDAQ), a former independent non-executive director of South East Group Limited (listed on The Stock Exchange of Hong Kong Limited) and a former independent director of ShangPharma Corporation (listed on New York Stock Exchange). Mr. LO is also involved in public services. He is currently serving as a member of the Advisory Council on Food and Environmental Hygiene of the Food and Health Bureau of the HKSAR, a member of the Advisory Committee of the Vocational Training Council, a general committee member of The Chinese Manufacturers’ Association of Hong Kong (“CMA”), Chairman of the Innovation and Technology Committee of the CMA and a consultant of the Chinese Centre for Disease Control and Prevention. Mr. LO is also an Adjunct Professor of The Chinese University of Hong Kong, a Fellow of The Hong Kong University of Science and Technology and an Honorary Professor of several universities in China. Mr. LO holds a Bachelor’s degree in Science from the University of Waterloo and an Honorary Doctorate of Philosophy Science from York University in the U.S..

Save as disclosed above, Mr. LO did not hold any directorship in any listed company in Hong Kong or overseas in the last three years.

### **YU Jinming**

Mr. YU Jinming, aged 56, an Academician of Chinese Academy of Engineering, is currently the Honorary President of Shandong Academy of Medical Sciences and the President of Shandong Cancer Hospital. Mr. YU is also an independent director of Shinva Medical Instrument Co., Ltd (listed on Shanghai Stock Exchange). Mr. YU holds a Bachelor's degree in Medicine from Changwei Medical College and a doctorate in Radiology from Shandong University.

Save as disclosed above, Mr. YU did not hold any directorship in any listed company in Hong Kong or overseas in the last three years.

### **CHEN Shilin**

Mr. CHEN Shilin, aged 53, is currently the Director and Chief Researcher of the Institute of Chinese Materia Medica China Academy of Chinese Medical Science. Mr. CHEN holds a Bachelor's degree in Medicine from Hubei College of Traditional Chinese Medicine, a Master's degree and doctorate in Medicine from Chengdu University of Traditional Chinese Medicine.

Mr. CHEN did not hold any directorship in any listed company in Hong Kong or overseas in the last three years.

Each of Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin has entered into an appointment letter with the Company for a term of three years commencing from 1 June 2014. Their appointments are subject to retirement by rotation at annual general meeting of the Company in accordance with the articles of association of the Company. Mr. LO will be entitled to receive an annual director's fee of HK\$120,000 while each of Mr. YU and Mr. CHEN will be entitled to receive an annual director's fee of HK\$80,000. Their emoluments are determined having giving consideration to the prevailing market practice, the Company's remuneration policy and the level of responsibility.

Save as disclosed above, Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and do not hold other positions with the Company or other members of the Company.

As at the date hereof, they do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning the appointments of Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### **NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

According to rule 3.10A of the Listing Rules, the Company is required to appoint independent non-executive directors representing at least one-third of the members of the Board.

Following the above change of independent non-executive directors, the composition of the Board comprises ten (10) executive directors, one (1) non-executive director and five (5) independent non-executive directors. The number of independent non-executive directors on the Board represents less than one-third of the members of the Board as required under rule 3.10A of the Listing Rules.

The Company is endeavoring to identify a suitable candidate to act as an independent non-executive director to meet the requirement set out in rule 3.10A of the Listing Rules as soon as practicable and will make further announcements as and when appropriate.

By Order of the Board  
**CSPC Pharmaceutical Group Limited**  
**CAI Dongchen**  
*Chairman*

Hong Kong, 30 May 2014

*As at the date of this announcement, the Board comprises Mr. CAI Dongchen, Mr. FENG Zhenying, Mr. CHAK Kin Man, Mr. PAN Weidong, Mr. ZHAO John Huan, Mr. WANG Shunlong, Mr. WANG Huaiyu, Mr. LU Jianmin, Mr. WANG Zhenguo and Mr. WANG Jinxu as executive Directors; Mr. LEE Ka Sze, Carmelo as non-executive Director and Mr. CHAN Siu Keung, Leonard, Mr. WANG Bo, Mr. LO Yuk Lam, Mr. YU Jinming and Mr. CHEN Shilin as independent non-executive Directors.*