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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)**

### **SALE OF EXISTING SHARES BY A SUBSTANTIAL SHAREHOLDER AND RESUMPTION OF TRADING**

CSPC Pharmaceutical Group Limited (the “**Company**”) makes this announcement in accordance with Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance.

#### **SALE OF SHARES BY A SUBSTANTIAL SHAREHOLDER**

The board of directors (the “**Board**”) of the Company has been informed by Joyful Horizon Limited (“**Joyful Horizon**”), a substantial shareholder (as defined under the Listing Rules) of the Company, that on 29 August 2014, Joyful Horizon entered into a placing agreement (the “**Placing Agreement**”) with UBS AG, Hong Kong Branch (“**UBS**”), Goldman Sachs (Asia) L.L.C. (“**Goldman**”), Morgan Stanley & Co. International plc (“**Morgan Stanley**”, and together with UBS and Goldman, the “**Joint Bookrunners**”) and Citigroup Global Markets Asia Limited (“**Citi**”, and together with the Joint Bookrunners, the “**Managers**”), pursuant to which, Joyful Horizon agreed to place through the Managers 650,000,000 shares in the Company to third parties (the “**Sale Shares**”) at a price of HK\$6.30 each (the “**Sale**”). The Sale Shares represent approximately 11.00% of the total issued share capital of the Company as at the date of this announcement.

Immediately before the completion of the Sale, Joyful Horizon is interested in approximately 41.78% of the total issued share capital of the Company. Joyful Horizon is a wholly owned subsidiary of Massive Top Limited (“**MTL**”). Immediately before the completion of the Sale, MTL, through its wholly owned subsidiaries (consisting of Jinling Investment Limited, Joyful Horizon, China Charmaine Pharmaceutical Company Limited and Massive Giant Group Limited), is interested in approximately 62.26% of the total issued share capital of the Company.

Immediately upon the completion of the Sale, the shareholding of Joyful Horizon will be reduced to approximately 30.77% of the total issued share capital of the Company, and the indirect interest of MTL through its wholly owned subsidiaries referred to above in the Company will be reduced to approximately 51.25% of the total issued share capital of the Company.

Joyful Horizon has undertaken to the Joint Bookrunners that it shall not offer, sell, lend, contract to sell, pledge, grant any option over or otherwise dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition (whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by Joyful Horizon), directly or indirectly, any equity securities of the Company or any securities convertible into, or exercisable, or exchangeable for, equity securities of the Company, or enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of shares or such other securities of the Company, for a period beginning on the date of the Placing Agreement and ending on the date which is 180 days after the date of completion of the Sale (the “**Lock-up Period**”); provided that Joyful Horizon shall be permitted to dispose of shares in the Company to Cai Dongchen, the Chairman of the Company, and/or his wholly-owned company after the expiry of a period of 30 days from the date of completion of the Sale on the condition that Cai Dongchen and/or his wholly-owned company shall not further dispose of such shares in the Company during the Lock-up Period.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the shares of the Company has been halted from 9:00 a.m. on 28 August 2014 pending the release of this announcement. Application will be made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading of the shares of the Company from 9:00 a.m. on 29 August 2014.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

For and on behalf of the Board  
**CSPC Pharmaceutical Group Limited**  
**Cai Dongchen**  
*Chairman*

Hong Kong, 29 August 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.*