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CSPC PHARMACEUTICAL GROUP LIMITED

石藥集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1093)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 9 DECEMBER 2015

References are made to the circular (the “**Circular**”) and the notice of EGM (the “**Notice**”) of CSPC Pharmaceutical Group Limited (the “**Company**”) both dated 20 November 2015 in respect of approval of the Whitewash Waiver, the New Share Option Scheme and Re-election. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results in respect of the resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To approve the Whitewash Waiver and to further authorise any Director to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things relating to the Whitewash Waiver.	1,640,968,260 (66.71%)	818,780,641 (33.29%)
As more than 50% of the votes were cast in favour of this ordinary resolution, the resolution was duly passed.			

2.	To approve the adoption of the New Share Option Scheme.	3,189,507,242 (74.77%)	1,076,304,213 (25.23%)
	As more than 50% of the votes were cast in favour of this ordinary resolution, the resolution was duly passed.		
3.	To approve the Re-election.	4,209,257,307 (98.50%)	64,052,148 (1.50%)
	As more than 50% of the votes were cast in favour of this ordinary resolution, the resolution was duly passed.		

Note: The full text of the resolutions is set out in the Notice.

As at the date of the EGM, the total number of issued and fully paid up Shares was 5,911,018,403 Shares. The total number of Shares entitling the holders to attend and vote for or against the resolutions numbered 2 and 3 at the EGM was 5,911,018,403 Shares.

As stated in the Circular, the Management Group held an aggregate of 1,772,363,534 Shares, representing approximately 29.98% of the issued share capital of the Company as at the date of the EGM, and were required to abstain and had abstained from voting on resolution numbered 1 at the EGM. The total number of Shares entitling the Independent Shareholders to attend the EGM and vote for or against resolution numbered 1 was 4,138,654,869 Shares.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules and there were no Shareholders that were required to abstain from voting on any resolutions at the EGM under the Listing Rules.

Tricor Secretaries Limited, the Share Registrar of the Company, acted as scrutineer for the poll at the EGM.

GRANT OF THE WHITEWASH WAIVER

On 4 December 2015, the Executive granted the Whitewash Waiver subject to (i) the issue of the Existing Share Option Shares being approved by the Independent Shareholders at the EGM by way of poll; and (ii) no acquisition or disposal of voting rights in the Company being made by the Management Group between the date of the Announcement and the date of completion of the issue of the Existing Share Option Shares without the prior consent of the Executive.

EFFECT ON SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company immediately before and after completion of the Exercise (assuming that other than the Existing Share Option Shares, no Shares are issued or repurchased by the Company and other than the Existing Share Option Shares, no Shares are sold, purchased or subscribed by the Management Group, in each case after the date of this announcement until completion of the Exercise):

	Immediately before completion of the Exercise		Immediately after completion of the Exercise	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
I Management Group				
Mr. Cai and Mr. Cai's Controlled Corporations (<i>Note 1</i>)	1,772,363,534	29.98%	1,852,363,534	30.60%
Mr. Pan Weidong	0	0.00%	10,000,000	0.17%
Mr. Wang Huaiyu	0	0.00%	15,000,000	0.25%
Mr. Lu Jianmin	0	0.00%	10,000,000	0.17%
Mr. Wang Zhenguo	0	0.00%	3,000,000	0.05%
Mr. Wang Jinxu	0	0.00%	3,000,000	0.05%
Mr. Lu Hua	0	0.00%	3,000,000	0.05%
Key Employees (<i>Note 2</i>)	0	0.00%	17,000,000	0.28%
Sub-total of the Management Group:	1,772,363,534	29.98%	1,913,363,534	31.62%
II Other Shareholders				
Other Shareholders	4,138,654,869	70.02%	4,138,654,869	68.38%
Total:	5,911,018,403	100%	6,052,018,403	100%

Notes:

- (1) As at the date of this announcement, Mr. Cai's Controlled Corporations include Massive Giant, True Ally and Key Honesty, which directly hold 1,058,016,034, 493,880,000 and 213,929,500 Shares, respectively. Massive Giant is wholly owned by Massive Top. Massive Top is held as to 75% by March Rise, as to 15% by Zhongyihe and as to 10% by True Ally. March Rise is held as to 60% by Zhongyihe and as to 40% by True Ally. The general partner of Zhongyihe is Mr. Cai. True Ally is wholly owned by Mr. Cai. Key Honesty is wholly owned by True Ally, which in turn is wholly owned by Mr. Cai.
- (2) As at the date of this announcement, Key Employees consist of Mr. Lei Jianjun, Ms. Tian Yumiao, Mr. Liu Jian, Mr. Huang Yin, Mr. Chen Xuejun, Mr. Li Chunlei, Mr. Sun Jumin, Mr. Zhang Heming, Mr. Kang Hui, Mr. Min Longgang, Ms. Wang Tao and Mr. Zhang Dazhi.

Shareholders may refer to the circular dated 20 November 2015 for details of the above resolutions proposed at the EGM. The circular may be viewed and downloaded from the Company's website at www.cspc.com.hk or the designated website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

By order of the board
CSPC Pharmaceutical Group Limited
CAI Dongchen
Chairman

Hong Kong, 9 December 2015

As at the date of this announcement, the Board comprises Mr. CAI Dongchen, Mr. CHAK Kin Man, Mr. PAN Weidong, Mr. WANG Shunlong, Mr. WANG Huaiyu, Mr. LU Jianmin, Mr. WANG Zhenguo, Mr. WANG Jinxu and Mr. LU Hua 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.