

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*

*This announcement is not, and does not form any part of, an offer or invitation for the sale of securities in the United States or to, or for the account or benefit of any “U.S. persons” (as defined in Regulation S under the Securities Act). The securities have not been and will not be registered under the Securities Act, and may not be offered, sold or otherwise transferred within the “United States” or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available.*



# 國藥控股股份有限公司 SINOPHARM GROUP CO. LTD.\*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability and carrying on business in Hong Kong as 國控股份有限公司)*

**(Stock Code: 01099)**

## COMPLETION OF PLACING OF H SHARES UNDER GENERAL MANDATE

**Placing Agents**  
*(in alphabetical order)*



Morgan Stanley



The Board is pleased to announce that completion of the Placing took place on 23 January 2020.

Reference is made to the announcement of Sinopharm Group Co. Ltd. (the “**Company**”) dated 17 January 2020 (the “**Announcement**”) in relation to the placement of 149,000,000 H Shares (the “**Placing**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

## **COMPLETION OF THE PLACING**

The Board is pleased to announce that all conditions precedent to the Placing, as set out in the Placing Agreement, have been satisfied (including the obtaining of the approval from the Stock Exchange granting the listing of and permission to deal in the Placing Shares), and completion of the Placing took place on 23 January 2020 (the “**Completion**”).

The Placing Shares comprise 149,000,000 new H Shares issued and allotted by the Company at the Placing Price of HK\$27.30 per H Share. The Placing Shares represent 12.5% and 5.0%, respectively, of the total issued H Shares and the total issued share capital of the Company as at the date of the Placing Agreement and 11.1% and 4.8%, respectively, of the total issued H Shares and the total issued share capital of the Company as enlarged by the issue of 149,000,000 Placing Shares as at the date of this announcement.

The Placing Agents had informed the Company that the Placing Shares had been placed to not less than six Placees, who are professional, institutional or other investors and, based on information available to the Placing Agents, information provided by the Company and confirmations from the Placees, are not connected persons of the Company. None of the individual Placees is a Substantial Shareholder of the Company immediately after the Completion. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (if any) are independent of and not connected with the Company and/or its connected persons.

The maximum amount of net proceeds (after deducting all applicable costs and expenses, including commission and legal fees) of approximately HK\$4,021.5 million from the Placing of the Placing Shares is intended to be used for the expansion of pharmaceutical distribution, retail network and medical device business as well as improvement of working capital after the expansion. Details of the actual use of the proceeds will be disclosed in the next published periodic report of the Company.

## **CHANGE OF SHARE CAPITAL UPON COMPLETION OF THE PLACING**

The number of total issued shares of the Company has increased from 2,971,656,191 Shares to 3,120,656,191 Shares as a result of the issue of the Placing Shares. The number of total issued H Shares has increased from 1,192,810,740 H Shares to 1,341,810,740 H Shares upon Completion, and the number of the Domestic Shares remains unchanged as 1,778,845,451 Domestic Shares.

Set out below is the shareholding structure of the Company immediately before and after the Completion:

Name	Class of Share	Immediately before Completion of the Placing		Immediately after Completion of the Placing	
		No. of Shares	Approximate percentage of issued share capital (%)	No. of Shares	Approximate percentage of issued share capital (%)
CNPGC ( <i>Note</i> )	Domestic Shares	207,289,498	6.98	207,289,498	6.64
Sinopharm Industrial Investment Co., Ltd. (國藥產業投資有限公司)	Domestic Shares	1,571,555,953	52.88	1,571,555,953	50.36
Placees	H Shares	-	-	149,000,000	4.77
Other Public Shareholders	H Shares	1,192,810,740	40.14	1,192,810,740	38.22
<b>Total</b>		<b>2,971,656,191</b>	<b>100</b>	<b>3,120,656,191</b>	<b>100</b>

*Note:* CNPGC holds 51% equity interest in Sinopharm Industrial Investment Co., Ltd. (國藥產業投資有限公司), therefore it is deemed to be interested in 1,778,845,451 Shares of the Company pursuant to the Securities and Futures Ordinance.

By order of the Board  
**Sinopharm Group Co. Ltd.**  
**Li Zhiming**  
*Chairman*

Shanghai, the PRC  
23 January 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Li Zhiming, Mr. Yu Qingming and Mr. Liu Yong; the non-executive directors of the Company are Mr. Chen Qiyu, Mr. Ma Ping, Mr. Hu Jianwei, Mr. Deng Jindong, Mr. Wen Deyong, Ms. Guan Xiaohui and Ms. Dai Kun; and the independent non-executive directors of the Company are Mr. Yu Tze Shan Hailson, Mr. Tan Wee Seng, Mr. Liu Zhengdong, Mr. Zhuo Fumin and Mr. Chen Fangruo.*

*\* The Company is registered as a non-Hong Kong company under the Hong Kong Companies Ordinance under its Chinese name and the English name "Sinopharm Group Co. Ltd."*