

Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated October 17, 2016 (the “Prospectus”) issued by China Resources Pharmaceutical Group Limited (the “Company”).

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華潤醫藥集團有限公司
China Resources Pharmaceutical Group Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 3320)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION, STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on November 19, 2016 in respect of an aggregate of 111,940,500 Shares (the “**Over-allotment Shares**”), representing approximately 7.25% of the total number of Offer Shares initially available under the Global Offering before exercise of the Over-allotment Option, to cover over-allocations under the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$9.10 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on November 19, 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The stabilization actions undertaken by Goldman Sachs (Asia) L.L.C., the Stabilizing Manager, during the stabilization period involved:

1. over-allocations of an aggregate of 231,471,000 Shares in the International Offering, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
2. successive on-market purchases of an aggregate of 119,530,500 Shares in the price range of HK\$8.49 to HK\$9.10 per Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) during the stabilization period, representing approximately 7.75% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option; and
3. partial exercise of the Over-allotment Option by the Joint Global Coordinators (on behalf of the International Underwriters) on November 19, 2016 in respect of 111,940,500 Shares, representing approximately 7.25% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price, to cover the over-allocations in the International Offering.

The last on-market purchase made by the Stabilizing Manager during the stabilization period was on November 18, 2016 at the price of HK\$8.94 per Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%).

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on November 19, 2016 in respect of an aggregate of 111,940,500 Shares, representing approximately 7.25% of the total number of Offer Shares initially available under the Global Offering before exercise of the Over-allotment Option, to cover over-allocations under the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$9.10 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on November 25, 2016.

The Over-allotment Shares will be used to cover over-allocations in the International Offering. Immediately after the issue and allotment by the Company of the Over-allotment Shares, approximately 26.34% of the issued Shares of the Company will be held by the public in compliance with Rule 8.08 of the Listing Rules.

The shareholding structure of the Company immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is as follows:

	Immediately before the partial exercise of the Over-allotment Option		Immediately after the partial exercise of the Over-allotment Option	
	Number of Shares	Approximate percentage of the Company's total issued Shares	Number of Shares	Approximate percentage of the Company's total issued Shares
Shareholders				
CRH (Pharmaceutical)	3,333,185,612	54%	3,333,185,612	53.04%
Beijing Pharmaceutical Investment	1,094,800,000	17.74%	1,094,800,000	17.42%
BEID Fund	201,438,849	3.26%	201,438,849	3.21%
Public Shareholders	<u>1,543,141,500</u>	<u>25%</u>	<u>1,655,082,000</u>	<u>26.34%</u>
Total	<u><u>6,172,565,961</u></u>	<u><u>100%</u></u>	<u><u>6,284,506,461</u></u>	<u><u>100%</u></u>

The additional net proceeds of approximately HK\$998.2 million, from the issue of the Over-allotment Shares by the Company after deducting the underwriting commissions, the incentive fees and transaction levy and trading fee relating to the exercise of the Over-allotment Option, will be used on a pro rata basis for the same purposes as set out in the section headed “Future Plans and Use of Proceeds — Use of Proceeds” in the Prospectus.

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2. successive on-market purchases of an aggregate of 119,530,500 Shares in the price range of HK\$8.49 to HK\$9.10 per Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) during the stabilization period, representing approximately 7.75% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option; and
3. partial exercise of the Over-allotment Option by the Joint Global Coordinators (on behalf of the International Underwriters) on November 19, 2016 in respect of 111,940,500 Shares, representing approximately 7.25% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price to cover the over-allocations in the International Offering.

The last on-market purchase made by the Stabilizing Manager during the stabilization period was on November 18, 2016 at the price of HK\$8.94 per Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%).

By order of the Board of Directors
China Resources Pharmaceutical Group Limited
WANG Chuncheng
Executive Director

PRC, November 21, 2016

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Fu Yuning as chairman and non-executive Director, Mr. Wang Chuncheng, Mr. Song Qing and Mr. Li Guohui as executive Directors, Mr. Chen Rong, Mr. Yu Zhongliang, Mr. Wang Chenyang and Ms. Wang Jing as non-executive Directors, Mr. Tsang Hing Lun, Mr. Kwok Kin Fun, Mr. Fu Tingmei and Mr. Zhang Kejian as independent non-executive Directors.