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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)

INSIDE INFORMATION ACQUISITION OFFER REPORT SUMMARY IN RELATION TO THE PROPOSED ACQUISITION

This announcement is made by China Resources Pharmaceutical Group Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 16 May 2018 (the “**16 May Announcement**”) and the announcement dated 17 May 2018 (the “**17 May Announcement**”) in relation to, among others, the strategic cooperation framework agreement dated 17 May 2018 entered into between the Company and Jiangxi Government. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the 16 May Announcement.

As disclosed in the 16 May Announcement and the 17 May Announcement, the Company and Jiangxi Government contemplate to restructure the Jiangzhong Group, whereby the Company will acquire the controlling stake in Jiangzhong Group. Jiangzhong Group controls 43.03% shareholding interest in Jiangzhong Pharmaceutical, a company listed on the Shanghai Stock Exchange (stock code: 600750).

Assuming the Proposed Acquisition proceeds to completion, the Company would indirectly own more than 30% interest of the issued share capital of Jiangzhong Pharmaceutical, hence triggering the obligation of general offer under the relevant PRC laws and regulations and the requirement to make a general offer to the shareholders (except Jiangzhong Group) of the listed tradable ordinary shares (A Shares) of Jiangzhong Pharmaceutical. On 2 June 2018, Jiangzhong Pharmaceutical published an “Acquisition Offer Report Summary In Relation to Jiangzhong Pharmaceutical Co., Ltd.” (江中藥業股份有限公司要約收購報告書摘要) (“**Report Summary**”) on the website of the Shanghai Stock Exchange. According to the Report Summary: (i) the offer price of the general offer shall be RMB25.03 per share (which is determined based on the average value of the daily weighted average price per share of Jiangzhong Pharmaceutical for 30 trading days prior to the indicative announcement of acquisition offer report summary (要約收購報告書摘要提示性公告) of Jiangzhong Pharmaceutical dated 2 June 2018); (ii) the number of shares subject to the offer is the 170,918,340 listed tradable shares of Jiangzhong Pharmaceutical; and (iii) the total maximum capital amount needed for the offer is RMB4,278,086,050.20.

Details of the restructuring plan of Jiangzhong Group remain to be further discussed and agreed between the Company and Jiangxi Government. The restructuring plan and related matters are subject to completion of due diligence, audit and assessment, and the offer is yet to be effective. As at the date of this announcement, no definitive and legal binding agreement in relation to the restructuring plan of Jiangzhong Group and/or the Proposed Acquisition was entered into by the Company. In the event that the restructuring plan of Jiangzhong Group and the Proposed Acquisition are materialized, they may constitute notifiable transactions of the Company and appropriate corporation actions will be taken by the Company when the restructuring plan is finalised and binding documents are entered into.

The transactions contemplated under the Strategic Cooperation Framework Agreement are subject to conclusion of definitive transaction documents, obtaining various PRC governmental approvals and compliance with applicable laws, regulations and stock exchange rules (including Hong Kong Listing Rules and/or SSE Listing Rules). Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 4 June 2018

As of the date of this announcement, the Board 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 Shouye and Mr. LU Ruizhi as non-executive Directors, Mdm. SHING Mo Han Yvonne, Mr. KWOK Kin Fun, Mr. FU Tingmei and Mr. ZHANG Kejian as independent non-executive Directors.