

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 24 October 2013 (the “Prospectus”) issued by China Pioneer Pharma Holdings Limited (the “Company”).

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

This announcement (and the information contained herein) does not constitute, or form part of, an offer of securities for sale or a solicitation of an offer to buy securities of the Company in the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States or any jurisdiction other than Hong Kong, and may not be offered, sold, pledged or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any applicable state or local securities laws of the United States and outside the United States in accordance with Regulation S under the U.S. Securities Act. No public offering of the Shares will be made in the United States. This announcement (and the information contained herein) is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company 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.



CHINA PIONEER PHARMA HOLDINGS LIMITED

中国先锋医药控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01345)

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

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was partially exercised by the Sole Global Coordinator on behalf of the International Purchasers on 28 November 2013 in respect of 546,000 Shares, representing approximately 0.16% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The Option Shares will be sold by the Option Grantor at HK\$4.10 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price under the Global Offering.

STABILISING ACTIONS AND END OF STABILISATION PERIOD

The Company further announces that the stabilisation period in connection with the Global Offering ended on 28 November 2013, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

The stabilising actions undertaken by UBS AG, Hong Kong Branch, as the Stabilising Manager, its affiliates or any person acting for it during the stabilisation involved:

- (1) over-allocations of an aggregate of 50,000,000 Shares in the International Offering, representing 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 50,000,000 Shares from Pioneer Pharma (BVI) pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering;
- (3) the partial exercise of the Over-allotment Option by the Sole Global Coordinator, on behalf of the International Purchasers, on 28 November 2013 in respect of an aggregate of 546,000 Shares, representing approximately 0.16% 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 per Share; and
- (4) successive market purchases of an aggregate of 49,454,000 Shares at a price in the price range of HK\$3.70 to HK\$4.06 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%) and the last purchase by the Stabilising Manager on the market during the course of stabilisation period was on 28 November 2013 at the price of HK\$3.76 per Share.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was partially exercised by the Sole Global Coordinator on behalf of the International Purchasers on 28 November 2013 in respect of 546,000 Shares (the “**Option Shares**”), representing approximately 0.16% of the Offer Shares initially available under the Global Offering.

The Option Shares will be sold by the Option Grantor at HK\$4.10 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price under the Global Offering. The Option Shares will be used to cover over-allocations in the International Offering.

Approval for the listing of and permission to deal in the Option Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange.

The shareholding structure of the Company immediately before and after the sale of the Option Shares is as follows:

Shareholders	Immediately before the sale of the Option Shares		Immediately after the sale of the Option Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital (%)	Number of Shares	Approximate percentage of the Company's issued share capital (%)
Pioneer Pharma (BVI)	1,000,000,000	75.0	999,454,000	75.0
Public Shareholders	333,334,000	25.0	333,880,000	25.0
Total	<u>1,333,334,000</u>	<u>100.0</u>	<u>1,333,334,000</u>	<u>100.0</u>

As the Over-allotment Option was granted by Pioneer Pharma (BVI) (and not the Company), the Company will not receive any proceeds in respect of the sale of the Option Shares.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

STABILISING ACTIONS AND END OF STABILISATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong), the Company further announces that the stabilisation period in connection with the Global Offering ended on 28 November 2013, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

The stabilising actions undertaken by UBS AG, Hong Kong Branch, as the Stabilising Manager, its affiliates or any person acting for it during the stabilisation period involved:

- (1) over-allocations of an aggregate of 50,000,000 Shares in the International Offering, representing 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 50,000,000 Shares from Pioneer Pharma (BVI) pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering;
- (3) the partial exercise of the Over-allotment Option by the Sole Global Coordinator, on behalf of the International Purchasers, on 28 November 2013 in respect of an aggregate of 546,000 Shares, representing approximately 0.16% 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 per Share; and

(4) successive market purchases of an aggregate of 49,454,000 Shares at a price in the price range of HK\$3.70 to HK\$4.06 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.003% and the Hong Kong Stock Exchange trading fee of 0.005%) and the last purchase by the Stabilising Manager on the market during the course of stabilisation period was on 28 November 2013 at the price of HK\$3.76 per Share.

The portion of the Over-allotment Option which has not been exercised during the stabilisation period lapsed on 28 November 2013.

By order of the Board
China Pioneer Pharma Holdings Limited
Li Xinzhou
Chairman

Hong Kong, 29 November 2013

As at the date of this announcement, the Directors of the Company are Mr. LI Xinzhou and Mr. ZHU Mengjun as executive Directors, Mr. LU Yuan, Mr. WU Mijia and Mr. ZHANG Wenbin as non-executive Directors, and Mr. XU Zhonghai, Mr. LAI Chanshu and Mr. WONG Chi Hung, Stanley as independent non-executive Directors.