

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.



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)

INSIDE INFORMATION ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by China Pioneer Pharma Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) and Rule 3.7 of the Codes on Takeovers and Mergers and Share Buybacks (the “**Takeovers Code**”).

The board of the Company has been advised by Pioneer Pharma (BVI) Co., Ltd., the controlling shareholder of the Company (“**Pioneer Pharma**”), that it is in talks with certain third parties in relation to a possible sale of some or all of Pioneer Pharma’s shareholding interests in the Company. As at the date of this announcement, Pioneer Pharma holds 921,824,000 shares, representing approximately 69.14% of the total issued share capital of the Company. If any transaction materialises such transaction may lead to a potential offer under the Takeovers Code. Pioneer Pharma has advised that these discussions are still in progress and such discussions may or may not lead to any transaction. **Shareholders of the Company and potential investors are advised to exercise caution in dealing in the shares and other securities of the Company.**

Further announcements will be made by the Company as and when appropriate and in compliance with the relevant requirements of the SFO, the Listing Rules and the Takeovers Code. In particular, in accordance with Rule 3.7 of the Takeovers Code, the Company will make a monthly announcement regarding the progress of the discussions until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made.

As at the date of this announcement, the relevant securities of the Company comprise 1,333,334,000 issued ordinary shares of US\$0.01 each. Except as set out above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code and include persons holding 5% or more of any class of relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements of the Takeovers Code.

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

Hong Kong, 8 November 2016

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

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 statements in this announcement misleading.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.