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STRATEGIC COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that on 27 April 2016, the Company, has entered into the Strategic Cooperation Framework Agreement with Jiao Da Onlly in relation to the strategic cooperation between the Parties in the healthcare industry.

The Strategic Cooperation Framework Agreement merely provides a framework of cooperation between the Parties. The terms of cooperation contemplated under the Strategic Cooperation Framework Agreement are subject to the terms of any definitive agreements which the Parties may subsequently enter into from time to time. The Board wishes to emphasize that as at the date of the announcement, the Parties have not yet entered into any legally binding agreements in relation to any specific cooperation plan.

Accordingly, Shareholders and/or investors should note that the matters contemplated under the Strategic Cooperation Framework Agreement may or may not materialize as described or at all, and should exercise caution when dealing in the Shares.

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MAJOR TERMS OF THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Major terms of the Strategic Cooperation Framework Agreement are as follows:

1. Jiao Da Onlly will assist the Company to expand the sales and market share for products such as Libod, Songzhi Wan* and Xi Di Ke to the hospital channel of Jiao Da Onlly.
2. The Parties will co-operate to jointly develop, promote and market the functional healthy foods which are related to Songzhi Wan* and Xi Di Ke, the principal products of the Company.
3. With its clinical experience and hospital marketing channel, the Company will assist Jiao Da Onlly to conduct clinical trial for probiotic series products, physician training for relevant disease disciplines and hospital promotion, and establish professionalized marketing system and marketing model for functional healthcare foods.
4. The Parties will explore the co-development of innovative internet healthcare model such as mobile healthcare and disease management.
5. Facing the international market, the Parties will actively co-operate in industry mergers and acquisitions, integrate the strong financial resources of Jiao Da Onlly and the extensive industry experience of the Company, rapidly expand and improve product pipelines, profitability and industry competitiveness of the Company. The Parties will explore the joint promotion of healthcare industry mergers and acquisitions fund with other industrial and financial investors to invest in innovative pharmaceutical products, devices, diagnosis products and healthcare service sectors.
6. The Parties agreed to set up the joint working team as soon as possible for preparing the implementation details of various co-operative programs, and implement the same as soon as possible.

INFORMATION OF THE GROUP

The Company is an investment holding company. The Group is principally engaged in research and development, manufacturing, sales and distribution of pharmaceutical products, as well as the provision of pharmaceutical marketing and promotion services in PRC.

* *For identification purpose only*

INFORMATION OF JIAO DA ONLLY

Jiao Da Onlly is a state-owned listed company in the PRC jointly established by 9 parties such as Shanghai Jiaoda Nanyang Company Limited (上海交大南洋股份有限公司), Dazhong Transportation (Group) Company Limited (大眾交通(集團)有限公司) and Shanghai Jiaotong University (上海交通大學). It is mainly engaged in the research and development, production and sale of food and healthcare food.

As at the date of this announcement, Jiao Da Olly owns approximately 20.10% interest in the issued share capital of the Company and is a substantial shareholder (as defined under the Listing Rules) of the Company. Therefore, Jiao Da Olly is a connected persons of the Company. As such, if the any cooperation is materialised, it may constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

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If and to the extent that any transaction under the Strategic Cooperation Framework Agreement constitutes a connected and/or notifiable transaction of the Company under the Listing Rules, the Company will make such further announcement(s) as and when appropriate in compliance with the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have following meanings:

“Board”	the board of Directors
“Company”	China NT Pharma Group Company Limited (中國泰凌醫藥集團有限公司), an exempted company incorporated in the Cayman Islands on 1 March 2010 with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Jiao Da Onlly”	Shanghai Jiao Da Onlly Co., Ltd. (上海交大昂立股份有限公司), a state-owned listed company in the PRC. It owns approximately 20.10% interest in the issued share capital of the Company as at the date of this Announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	collectively, the Company and Jian Da Onlly
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of USD\$0.00000008 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Strategic Cooperation
Framework Agreement”

the Strategic Cooperation Framework Agreement entered
into between the Company and Jiao Da Onlly on 27 April
2016

By order of the Board
China NT Pharma Group Company Limited
Ng Tit
Chairman

Hong Kong, 28 April 2016

As at the date of this announcement, the executive directors of the Company are Mr. Ng Tit, Ms. Chin Yu and Mr. Wu Weizhong; the non-executive director of the Company is Dr. Qian Wei; and the independent non-executive directors of the Company are Mr. Yue Nien Martin Tang, Mr. Patrick Sun and Dr. Lap-Chee Tsui.