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INSIDE INFORMATION ANNOUNCEMENT

RESTRUCTURING OF SUZHOU FIRST PHARMA

This announcement is made by China NT Pharma Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcements of the Company dated 2 May 2023 and 25 July 2023 (collectively, the “**Announcements**”). Unless otherwise stated, terms defined in the Announcements shall have the same meanings when used in this announcement.

Pursuant to the Restructuring Plan and the judgment by the Court dated 21 July 2023, the Investor shall acquire the entire equity interests in Suzhou First Pharma, and the corresponding properties (other than those to be excluded), equipment and other fixed assets, intangible assets, production permits and operation permits, etc., and the shareholders of Suzhou First Pharma shall unconditionally cooperate with such transfer of equity interests and assets of Suzhou First Pharma. The Board announces that on 21 August 2023, an equity transfer agreement (the “**Equity Transfer Agreement**”) was entered into between (i) NT (China) Investment Co., Ltd.* (泰凌(中國)投資有限公司) (“**NT China**”); (ii) Kimford Investment Limited (“**Kimford Investment**”) (together with NT China as transferors); (iii) Jiangsu Zhengji Pharmacy Co., Ltd.* (江蘇正濟藥業股份有限公司) (the “**Investor**”) (as transferee); and (iv) Suzhou First Pharma, pursuant to which NT China shall transfer its 75.50% equity interests of Suzhou First Pharma and Kimford Investment shall transfer its 24.50% equity interests of Suzhou First Pharma to the Investor, at a total consideration of RMB1. The 1st Distribution Amount has been received by the Administrator. As advised by the PRC counsel, the equity transfer of Suzhou First Pharma is deemed to be completed upon the signing of the Equity Transfer Agreement.

Pursuant to FAQ3 of FAQ Series 9 published by the Stock Exchange, where the Company is bound to follow a court order and has no discretion to act in an opposite manner, the relevant transaction in question should not be regarded as a “transaction” under Chapter 14 of the Listing Rules. Therefore, given that the Group is bound to follow the order of the Court to dispose of the equity interest of Suzhou First Pharma, the equity transfer of Suzhou First Pharma will not constitute a notifiable transaction under Chapter 14 of the Listing Rules pursuant to the principle explained in the abovementioned FAQ.

Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 21 August 2023

As at the date of this announcement, the executive Directors are Mr. Ng Tit and Ms. Chin Yu; the non-executive Director is Dr. Qian Wei; and the independent non-executive Directors are Mr. Yu Tze Shan Hailson, Dr. Zhao Yubiao, and Mr. Ng Ming Kwan.

* *For identification purposes only*