

ShangPharma completes merger

24 April 2013 | Company results | By BioSpectrum Bureau

ShangPharma completes merger



â€ŽSingapore: ShangPharma, a leading China-based pharmaceutical and biotechnology research and development outsourcing company, has completed the merger with ShangPharma Holdings, ShangPharma Parent Limited and ShangPharma Merger Sub Limited. As a result of the merger, the Company became a wholly owned subsidiary of ShangPharma Parent.

Under the terms of the Merger Agreement, which was approved by the Company's shareholders at an extraordinary general meeting held on March 20, 2013, all of the Company's ordinary shares (including ordinary shares represented by American depositary shares, each representing eighteen ordinary shares (ADS) issued and outstanding immediately prior to the effective time of the merger have been cancelled and converted into and exchanged for the right to receive US\$0.50 per ordinary share or US\$9.00 per ADS, in each case, in cash, without interest and net of any applicable withholding taxes, except for (i) the ordinary shares (including ordinary shares represented by ADSs) owned by Holdings, Parent, Merger Sub, Mr. Michael Xin Hui, the chairman of the board of directors and chief executive officer of the Company, ChemExplorer Investment Holdings Ltd., ChemPartner Investment Holdings Limited, Joint Benefit Group Limited, Han Ming Tech Investment Limited (limited to 1,802,506 ordinary shares held by it), TPG Star Charisma Limited and TPG Biotech II Charisma Limited, (ii) the ordinary shares owned by the Company as treasury shares and ordinary shares owned by ChemExplorer Investment Holdings Ltd. and ChemPartner Investment Holdings Limited, each an affiliate of Mr. Michael Xin Hui, as are required to fully settle any and all vested but unsettled restricted share units granted by the Company under certain equity incentive plans, and (iii) the ordinary shares owned by holders of such ordinary shares who have validly exercised and not effectively

withdrawn or lost their appraisal rights pursuant to Section 238 of the Companies Law (2012 Revision) of the Cayman Islands.

The Company also announced today that it requested that trading of its ADSs on the New York Stock Exchange to be suspended beginning on March 28, 2013. The Company requested that the NYSE file a Form 25 with the Securities and Exchange Commission notifying the SEC of the delisting of its ADSs on the NYSE and the deregistration of the Company's registered securities. The Company intends to terminate its reporting obligations under the Securities Exchange Act of 1934, as amended, by promptly filing a Form 15 with the SEC. The Company's obligation to file with the SEC certain reports and forms, including Form 20-F and Form 6-K, will be suspended immediately as of the filing date of the Form 15 and will cease once the deregistration becomes effective.