

Sincere Pharmaceutical Group  
Form SC 13D/A  
November 10, 2011

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**Sincere Pharmaceutical Group**

(Name of Issuer)

**Ordinary Shares, par value US\$0.01 per share**

**American Depositary Shares, evidenced by American Depositary**

**Receipts, each representing two Ordinary Shares**

(Title of Class of Securities)

**82859P 10 4(1)**

(CUSIP Number)

**Jianguo Yang**  
**Fosun Industrial Co., Limited**  
**Level 28**  
**Three Pacific Place**  
**1 Queen's Road East**  
**Hong Kong**  
**China**  
  
**(86)(21) 6332 5563**

**With a copy to:**  
**Scott Clemens**  
**Baker & McKenzie LLP**  
**Suite 3401, China World Tower 2**  
**China World Trade Center**  
**1 Jianguomenwai Avenue**  
**Beijing 100004, People Republic of**  
**China**  
**(86)(10) 6535 3971**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 8, 2011**

## Edgar Filing: Simcere Pharmaceutical Group - Form SC 13D/A

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) The CUSIP number applies to the Issuer's American Depositary Shares, each representing two Ordinary Shares.

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CUSIP No. 82859P 10 4

NAME OF REPORTING PERSON

**1**

Fosun Industrial Co., Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a)   
(b)   
SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

BK, WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Hong Kong, China

SOLE VOTING POWER

**7**

6,958,186\*  
SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**8**

0  
SOLE DISPOSITIVE POWER

**9**

6,958,186\*  
SHARED DISPOSITIVE POWER

**10**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

6,958,186\*

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

6.45%\*  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**14**

CO

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\* Number of shares is number of Ordinary Shares. Fosun Industrial Co., Limited holds 3,479,093 American Depositary Shares, each representing two Ordinary Shares. Percent of class is based on 107,808,420 Ordinary Shares reported as outstanding as of May 6, 2011 in the Issuer's Form 20-F for the fiscal year ended December 31, 2010 filed with the Securities and Exchange Commission on May 9, 2011.

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This Amendment No. 1 amends the Schedule 13D filed with the Securities and Exchange Commission on August 29, 2011 (the Original 13D ) by Fosun Industrial Co., Limited ( Fosun Industrial ) with respect to the ordinary shares, par value \$0.01 per share ( Ordinary Shares ) and the American Depositary Shares ( ADSs , each representing two Ordinary Shares), of Sincere Pharmaceutical Group (the Issuer ). Unless otherwise stated herein, the Original 13D remains in full force and effect. Terms used therein and not defined herein have the meanings ascribed thereto in the Original 13D.

### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby supplemented as follows:

The aggregate purchase price of the Issuer's ADSs purchased by Fosun Industrial since the filing of the Original 13D as described in Item 5(c) below was \$5,290,265 (inclusive of brokerage commissions). The funds required to effect these purchases were provided from Fosun Industrial's working capital.

### **Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and restated in its entirety as follows:

(a) See Items 11 and 13 of the cover pages to this Schedule 13D, Amendment No.1 for the aggregate number and percentage of Ordinary Shares underlying the ADSs that are beneficially owned by Fosun Industrial as of November 8, 2011.

(b) See Items 7 through 10 of the cover pages to this Schedule 13D, Amendment No.1 for the number and percentage of Ordinary Shares underlying the ADSs beneficially owned by Fosun Industrial as of November 8, 2011 as to which there is sole or shared power to vote or direct the vote, and sole or shared power to dispose or direct the disposition.

Except insofar as Mr. Guo Guangchang may be deemed to beneficially own the ADSs held by Fosun Industrial, none of the directors and officers of Fosun Industrial, Fosun Pharma, Fosun High Technology, Fosun International, Fosun Holdings or Fosun International Holdings beneficially owns any ADSs.

(c) Since the filing of the Original 13D, Fosun Industrial purchased for cash a total of 590,755 ADSs in open market transactions on the dates and at the weighted average prices per share set forth on Exhibit 99.4, which is attached hereto and incorporated herein by reference.

(d) To the knowledge of Fosun Industrial, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this Schedule 13D.

(e) Not Applicable.

### **Item 7. Material to be Filed as Exhibits**

Item 5 is hereby amended and restated in its entirety as follows:

Exhibit 99.1:

List of directors and executive officers of Fosun Industrial, persons controlling Fosun Industrial and executive officers and directors of other

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persons in control of Fosun Industrial (incorporated herein by reference to Exhibit 99.1 to the Original 13D filed on August 29, 2011 by Fosun Industrial with the SEC)

- Exhibit 99.2: Banking Facilities Agreement, dated August 7, 2009, between Fosun Industrial and Standard Chartered Bank (incorporated herein by reference to Exhibit 99.2 to the Original 13D filed on August 29, 2011 by Fosun Industrial with the SEC).
- Exhibit 99.3 Term Loan Facility Agreement, dated October 6, 2010, between Fosun Industrial and Wing Lung Bank (incorporated herein by reference to Exhibit 99.3 to the Original 13D filed on August 29, 2011 by Fosun Industrial with the SEC).
- Exhibit 99.4 Information regarding purchases by Fosun Industrial of the Issuer's ADSs since the filing of the Original 13D (filed herewith).

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 10, 2011

FOSUN INDUSTRIAL CO., LIMITED

By: /s/ Qiyu Chen  
Name: Qiyu Chen  
Title: Chairman of the Board of Directors