

Simcere Pharmaceutical Group

Form SC 13G/A

February 11, 2011

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**SCHEDULE 13G**  
**(Rule 13d-102)**  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**  
**RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**  
**PURSUANT TO RULE 13d-2**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***  
**Simcere Pharmaceutical Group**

(Name of Issuer)

Ordinary Shares, par value US\$0.01 per share

(Title of Class of Securities)

82859P 10 4<sup>1</sup>

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 ( Act ) 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).

<sup>1</sup> This CUSIP number applies to the Issuer's American Depositary Shares, each representing two Ordinary Shares.

**TABLE OF CONTENTS**

Item 1(a) Name of Issuer

Item 1(b) Address of Issuer's Principal Executive Offices

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office, or, if None, Residence

Item 2(c) Citizenship or Place of Organization

Item 2(d) Title of Class of Securities

Item 2(e) CUSIP Number

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a

Item 4 Ownership

Item 5 Ownership of Five Percent or Less of a Class

Item 6 Ownership of More Than Five Percent on Behalf of Another Person

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8 Identification and Classification of Members of the Group

Item 9 Notice of Dissolution of Group

Item 10 Certifications

SIGNATURE

---

**Table of Contents**

CUSIP No. 82859P 10 4

**1** NAMES OF REPORTING PERSONS  
New Good Management Limited

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

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
40,599,160 Ordinary Shares

**7** EACH REPORTING PERSON  
SOLE DISPOSITIVE POWER  
0

**8** WITH:  
SHARED DISPOSITIVE POWER  
40,599,160 Ordinary Shares

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,599,160 Ordinary Shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

37.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

2 of 5

---

**Table of Contents**

CUSIP No. 82859P 10 4 13G

**Item 1(a). Name of Issuer:**

Simcere Pharmaceutical Group (the Issuer )

**Item 1(b). Address of Issuer's Principal Executive Offices:**

No.699-18 Xuan Wu Avenue  
Xuan Wu District, Nanjing  
Jiangsu Province 210042  
The People's Republic of China

**Item 2(a). Name of Person Filing:**

New Good Management Limited

**Item 2(b). Address of Principal Business Office, or, if None, Residence:**

No.699-18 Xuan Wu Avenue  
Xuan Wu District, Nanjing  
Jiangsu Province 210042  
The People's Republic of China

**Item 2(c). Citizenship or Place of Organization:**

British Virgin Islands

**Item 2(d). Title of Class of Securities:**

Ordinary Shares

**Item 2(e). CUSIP Number:**

82859P 10 4

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership.**

The following information with respect to the ownership of the Ordinary Shares of the Issuer by the person filing this statement is provided as of December 31, 2010. The percentage amount is based

3 of 5

---

**Table of Contents**

on 107,884,546 Ordinary Shares outstanding as of December 31, 2010, as derived from the Issuer's corporate records.

Reporting Person	Amount beneficially owned:	Percent of class:	Number of shares as to which the person has:			
			Sole power to vote or direct the	Shared power to vote or direct the	Sole power to dispose or direct the	Shared power to dispose or direct the
New Good Management Limited	40,599,160	37.6%	40,599,160			40,599,160

New Good Management Limited ( NGM ) is the record holder of 40,599,160 Ordinary Shares of the Issuer. Prior to May 2008, NGM did not have any controlling shareholder. In May 2008, Mr. Jinsheng Ren, the Chairman of the Board of Directors of NGM ( Mr. Ren ), became a controlling shareholder of NGM. Pursuant to Rule 13d-3 under the Act, Mr. Ren may be deemed to share with NGM the voting and dispositive power over the 40,599,160 Ordinary Shares held by NGM.

- Item 5. Ownership of Five Percent or Less of a Class.**  
Not applicable
- Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**  
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**  
Not applicable
- Item 8. Identification and Classification of Members of the Group.**  
Not applicable
- Item 9. Notice of Dissolution of Group.**  
Not applicable
- Item 10. Certifications.**  
Not applicable

**Table of Contents**

**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: February 11, 2011

**New Good Management Limited**

By: /s/ Jinsheng Ren  
Name: Jinsheng Ren  
Title: Chairman

5 of 5