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**SHANDONG LUOXIN PHARMACEUTICAL GROUP STOCK CO., LTD.\***

*(a joint stock limited company established in the People's Republic of China with limited liability)*

**(Stock Code: 8058)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND  
CLASS MEETINGS OF THE HOLDERS OF H SHARES  
AND DOMESTIC SHARES HELD ON 16 DECEMBER 2015**

The board is pleased to announce that the resolutions as set out in the notice of extraordinary general meeting, notice of class meeting of the holders of domestic shares and notice of class meeting of the holders of H shares all dated 30 October 2015 were duly passed at the respective extraordinary general meeting and class meetings held on 16 December 2015.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS OF THE HOLDERS OF H SHARES AND DOMESTIC SHARES**

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”), the notice of class meeting of the holders of domestic shares and notice of class meeting of the holders of H shares (collectively, the “**Class Meeting Notices**”) of the Company all dated 30 October 2015, and the circular (the “**Circular**”) of the Company in relation to the Transfer of Listing and the proposed Annual Caps of Framework Agreements in the Continuing Connected Transactions. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the EGM Notice, Class Meeting Notices and Circular.

\* *For identification purposes only*

The Board is pleased to announce that all resolutions were duly passed by way of poll at the EGM and Class Meetings which were held at Conference Room, Level 3, Administrative Centre, Luoqi Road, Linyi High and New Technology Industries Development Zone, Shandong Province, the PRC on 16 December 2015.

As at the date of the EGM and Class Meetings, the Company has issued a total of 609,600,000 Shares, comprising 164,560,000 H Shares and 445,040,000 Domestic Shares.

Luoxin Pharmacy Group and its associates, who are interested in 325,639,949 Domestic Shares, representing approximately 53.42% of the equity interests in the Company as at the date of this announcement, are required to abstain from voting on resolutions a, b, c and d of the EGM to approve the Continuing Connected Transactions and the Annual Caps by virtue of Rule 20.18 and Rule 20.54 of the GEM Listing Rules. Save as disclosed above, no Shareholder has stated his/her/its intention to vote against the resolutions set out in the EGM Notice, the Class Meeting Notices and the Circular or to abstain at the EGM and Class Meetings.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions approving the Continuing Connected Transactions and the Annual Caps at the EGM are 283,960,051 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions approving the Proposed Delisting, the Transfer of Listing and amendments to the Articles of Association relating to the Transfer of Listing at the Class Meetings are 164,560,000 H Shares and 445,040,000 Domestic Shares respectively.

There were no Shares entitling the Shareholders to attend and vote only against the resolution at the EGM and Class Meetings.

Mr. Ma Xian Feng (馬先鋒), an external accountant, was appointed as scrutineer for the vote-taking at the EGM and Class Meetings.

#### **(A) THE EGM**

At the EGM, Shareholders or their proxies holding 590,167,628 Shares with voting right, representing 96.81% of the entire issued share capital of the Company, were present and constituted a quorum for the EGM in accordance with the articles of association and the Company Law of the PRC.

The Board is pleased to announce that the resolutions as set out in the EGM Notice were duly passed at the EGM, the poll results of which are as follows:

Ordinary resolution ( <i>note</i> )		Number of vote cast (%)	
		For	Against
a.	the terms and conditions of the Framework Agreement One, the Continuing Connected Transactions contemplated therein and the Annual Caps thereof for the term of approximately two years and one month ending 31 December 2017 as set out in the Circular be and is hereby approved;	264,527,679 100%	Nil 0%
b.	the terms and conditions of the Framework Agreement Two, the Continuing Connected Transactions contemplated therein and the Annual Caps thereof for the term of approximately two years and one month ending 31 December 2017 as set out in the Circular be and is hereby approved;	264,527,679 100%	Nil 0%
c.	the terms and conditions of the Framework Agreement Three, the Continuing Connected Transactions contemplated therein and the Annual Caps thereof for the term of approximately two years and one month ending 31 December 2017 as set out in the Circular be and is hereby approved; and	264,527,679 100%	Nil 0%
d.	the Directors of the Company be and are hereby authorized to sign, execute, perfect, ratify, confirm and deliver all such documents and take all such action, and to authorize their delegate(s) to sign, execute, perfect, ratify, confirm and deliver all such documents and take all such actions they may in their discretion consider necessary, expedient or desirable to give effect to and to implement the transactions contemplated under each of the abovementioned Framework Agreements.	264,527,679 100%	Nil 0%

Special resolution (note)		Number of vote cast (%)	
		For	Against
1.	<p>(a) the proposed Transfer of Listing and subject to the completion of the Transfer of Listing, the proposed voluntary delisting of the H Shares from GEM (“<b>Voluntary Delisting</b>”), where appropriate, be hereby approved;</p> <p>(b) the Directors of the Company be authorized to take any action and execute any document (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing and the Voluntary Delisting, including but not limited to:</p> <p>(i) making any applications and submissions in respect of the Transfer of Listing and the Voluntary Delisting to the Stock Exchange, China Securities Regulatory Commission and other competent regulatory authorities in the PRC and Hong Kong;</p> <p>(ii) determining the timetable thereof;</p> <p>(iii) entering into any agreement (including but not limited to any agreement for the engagement of financial advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing, the Voluntary Delisting and the transactions contemplated thereunder.</p>	590,167,628 100%	Nil 0%

Special resolution <i>(note)</i>		Number of vote cast (%)	
		For	Against
2.	subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing and the Voluntary Delisting, the Amended Articles be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association and be effective from the date of the commencement of listing of H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the rules governing the listing of securities on the Stock Exchange and other requirements of the relevant regulatory authorities.	590,167,628 100%	Nil 0%

*Note:* The full text of the resolutions is set out in the EGM Notice.

As for (i) ordinary resolution, more than one-half of the votes were cast in favour of each of the resolutions at the EGM; and (ii) special resolutions, more than two-thirds of the votes were cast in favour of each of the resolutions at the EGM; all resolutions as set out in the EGM Notice were duly passed as ordinary resolutions and as special resolutions respectively of the Company.

## **(B) CLASS MEETING OF THE HOLDERS OF H SHARES**

At the class meeting of the holders of H Shares, Shareholders or their proxies holding 164,407,900 H Shares with voting right, representing 99.91% of the entire issued H Shares, were present and constituted a quorum for the meeting in accordance with the articles of association and the company law of the PRC.

The Board is pleased to announce that the resolutions as set out in the notice of class meeting of the holders of H Shares were duly passed at the class meeting of the holders of H Shares, the poll results of which are as follows:

<b>Special resolution (note)</b>		<b>Number of vote cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	<p>(a) the proposed Transfer of Listing and subject to the completion of the Transfer of Listing, the Voluntary Delisting, where appropriate, be hereby approved;</p> <p>(b) the Directors of the Company be authorized to take any action and execute any document (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing and the Voluntary Delisting, including but not limited to:</p> <p>(i) making any applications and submissions in respect of the Transfer of Listing and the Voluntary Delisting to the Stock Exchange, China Securities Regulatory Commission and other competent regulatory authorities in the PRC and Hong Kong;</p> <p>(ii) determining the timetable thereof;</p> <p>(iii) entering into any agreement (including but not limited to any agreement for the engagement of financial advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing, the Voluntary Delisting and the transactions contemplated thereunder.</p>	164,407,900 100%	Nil 0%

Special resolution (note)		Number of vote cast (%)	
		For	Against
2.	subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing and the Voluntary Delisting, the Amended Articles be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association and be effective from the date of the commencement of listing of H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the rules governing the listing of securities on the Stock Exchange and other requirements of the relevant regulatory authorities.	164,407,900 100%	Nil 0%

*Note:* The full text of the resolutions is set out in the notice of class meeting of holders of H Shares.

As more than two-thirds of the votes were cast in favour of each of the resolutions at the class meeting of holders of H Shares, the resolutions as set out in the notice of class meeting of holders of H Shares were duly passed as special resolutions of the Company.

### **(C) CLASS MEETING OF THE HODLERS OF DOMESTIC SHARES**

At the class meeting of the holders of Domestic Shares, Shareholders or their proxies holding 425,759,728 Domestic Shares with voting right, representing 95.67% of the entire issued Domestic Shares of the Company, were present and constituted a quorum for the meeting in accordance with the articles of association and the company law of the PRC.

The Board is pleased to announce that the resolutions as set out in the notice of the class meeting of the holders of Domestic Shares were duly passed at the class meeting of the holders of Domestic Shares, the poll results of which are as follows:

<b>Special resolution (note)</b>		<b>Number of vote cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	<p>(a) the proposed Transfer of Listing and subject to the completion of the Transfer of Listing, the Voluntary Delisting, where appropriate, be hereby approved;</p> <p>(b) the Directors of the Company be authorized to take any action and execute any document (and where applicable, to affix the common seal of the Company) as they think necessary, desirable or expedient to effect and implement the Transfer of Listing and the Voluntary Delisting, including but not limited to:</p> <p>(i) making any applications and submissions in respect of the Transfer of Listing and the Voluntary Delisting to the Stock Exchange, China Securities Regulatory Commission and other competent regulatory authorities in the PRC and Hong Kong;</p> <p>(ii) determining the timetable thereof;</p> <p>(iii) entering into any agreement (including but not limited to any agreement for the engagement of financial advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Directors in their opinion consider necessary, desirable or expedient to implement the Transfer of Listing, the Voluntary Delisting and the transactions contemplated thereunder.</p>	425,759,728 100%	Nil 0%



Special resolution <i>(note)</i>		Number of vote cast (%)	
		For	Against
2.	subject to the passing of special resolution no. 1 above and conditional upon the completion of the Transfer of Listing and the Voluntary Delisting, the Amended Articles be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association and be effective from the date of the commencement of listing of H Shares on the Main Board and that the Directors be and are hereby authorized to make further amendments to the same in accordance with the relevant laws and regulations of the PRC, the rules governing the listing of securities on the Stock Exchange and other requirements of the relevant regulatory authorities.	425,759,728 100%	Nil 0%

*Note:* The full text of the resolutions is set out in the notice of class meeting of holders of Domestic Shares.

As more than two-thirds of the votes were cast in favour of each of the resolutions at the class meeting of the holders of Domestic Shares, the resolutions as set out in the notice of class meeting of holders of Domestic Shares were duly passed as special resolutions of the Company.

By order of the Board  
**Shandong Luoxin Pharmaceutical Group Stock Co., Ltd.**  
**Liu Baoqi**  
*Chairman*

PRC, 16 December 2015

*As at the date of this announcement, the Board comprises 11 Directors, of which Mr. Liu Baoqi (劉保起), Ms. Li Minghua (李明華), Mr. Han Fengsheng (韓風生), Mr. Chen Yu (陳雨) and Mr. Liu Zhenteng (劉振騰) are executive Directors; Mr. Yin Chuangui (尹傳貴) and Mr. Liu Zhenhai (劉振海) are non-executive Directors and Mr. Foo Tin Chung, Victor (傅天忠), Mr. Fu Hongzheng (付宏征), Prof. Chen Yun Zhen (陳允震) and Prof. Du Guanhua (杜冠華) are independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and on the Company’s designated website at: <http://shandongluoxin.quamir.com>.*