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山東羅欣藥業集團股份有限公司

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)



GL Capital Group
德福資本

**GL INSTRUMENT
INVESTMENT L.P.**

*(a limited partnership registered
in Canada)*

**GIANT STAR GLOBAL (HK)
LIMITED**

*(a company incorporated in
Hong Kong with limited liability)*



Ally Bridge Group

**ALLY BRIDGE FLAGSHIP LX
(HK) LIMITED**

*(a company incorporated in
Hong Kong with limited liability)*

JOINT ANNOUNCEMENT

IRREVOCABLE UNDERTAKING

RELATING TO

**VOLUNTARY CONDITIONAL OFFER BY SOMERLEY CAPITAL LIMITED
ON BEHALF OF GIANT STAR GLOBAL (HK) LIMITED
(TO BE CO-INVESTED BY ENTITIES CONTROLLED BY MR. LIU ZHENTENG
AND
GL CAPITAL RESPECTIVELY)
AND ALLY BRIDGE FLAGSHIP
FOR ALL THE ISSUED H SHARES IN
SHANDONG LUOXIN PHARMACEUTICAL GROUP STOCK CO., LTD.
(OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED
TO BE ACQUIRED BY THE JOINT OFFERORS
AND PARTIES ACTING IN CONCERT WITH ANY OF THEM WHO HAVE
UNDERTAKEN NOT TO ACCEPT THE OFFER)**

**PROPOSED WITHDRAWAL OF LISTING OF THE H SHARES OF
SHANDONG LUOXIN PHARMACEUTICAL GROUP STOCK CO., LTD.**

Financial Adviser to the Joint Offerors



SOMERLEY CAPITAL LIMITED

**Independent Financial Adviser to the
Independent Committee**



凱基金融亞洲
KGI CAPITAL ASIA

中國證券金融

Financier to Ally Bridge Flagship



新鴻基金融集團
SUN HUNG KAI FINANCIAL

* for identification purposes only

References are made to the composite offer and response document (the “**Composite Document**”) dated 11 April 2017 in relation to, among others, the voluntary conditional offer by Somerley Capital on behalf of the Joint Offerors for all the issued H Shares (other than those already owned, controlled or agreed to be acquired by the Joint Offerors and parties acting in concert with any of them who have undertaken not to accept the Offer). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

On 21 April 2017, Yuanhao Greater China Fund (the “**Relevant Shareholder**”) entered into an irrevocable undertaking (the “**H Share Irrevocable Undertaking**”) in favour of the Joint Offerors and Giant Star BVI (for itself and on behalf of GL Instrument), pursuant to which, the Relevant Shareholder has unconditionally and irrevocably undertaken, among other things, that:

- (i) it will accept the Offer in respect of all the H Shares for which the Relevant Shareholder is the sole beneficial owner or is otherwise able to control the exercise of all rights attaching thereto (the “**Relevant Shares**”);
- (ii) during the period from the date of the H Share Irrevocable Undertaking to (i) the date on which the Delisting has been completed and the H Shares have been fully withdrawn from listing on the Stock Exchange, or (ii) the last date on which remittance for the amounts due under the Offer in respect of valid acceptances of the Offer is posted, whichever the later (both dates inclusive), it will support the Delisting (including, amongst others, to vote in favour of the delisting resolution(s) in the general meeting(s) of the Company if so permitted by the relevant regulators); and
- (iii) to the extent any of the Relevant Shares are held by a custodian or trustee, the Relevant Shareholder will procure that such custodian or trustee acts in accordance with the terms of the H Share Irrevocable Undertaking.

The H Share Irrevocable Undertaking will be terminated immediately upon the Offer having been withdrawn, lapsed or closed.

As at the date of the H Share Irrevocable Undertaking, the number of the Relevant Shares was 16,000,000 H Shares, representing (i) approximately 9.72% of the total issued H Shares; (ii) approximately 2.62% of the total issued Share of the Company; (iii) approximately 12.08% of the total issued H Shares held by the Independent H Shareholders; and (iv) approximately 6.96% of the total issued Shares held by the Independent Shareholders.

A copy of the H Share Irrevocable Undertaking is available for inspection from 9:30 a.m. to 5:30 p.m., Monday to Friday at (i) the principal place of business of the Company in Hong Kong at Room 1110, 11/F, Tower B, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong; (ii) the website of the Company at <http://shandongluoxin.quamir.com>; and (iii) the website of SFC at <http://www.sfc.hk> from the date of this joint announcement for so long as the Offer remains open for acceptance.

The Offer is subject to a number of conditions as set out in the Composite Document. The Offer may or may not become unconditional, and may or may not complete. Shareholders and/or potential investors should therefore exercise caution when dealing in the shares of the Company, and if they are in any doubt, they should consult their professional advisers.

By order of the board of directors of
Giant Star Global (HK) Limited
Liu Zhenteng
Director

By order of the Board of
**Shandong Luoxin Pharmaceutical
Group Stock Co., Ltd.***
Han Fengsheng
Executive Director

By order of the board of directors of
Ally Bridge Flagship LX (HK) Limited
Pang Andrew Chee On
Director

By order of the board of directors of
**GL Capital Management
GP II B.C. 4 Ltd.**
as the general partner of
GL Instrument Investment L.P.
Li Zhenfu
Director

The PRC, 21 April 2017

As at the date of this joint announcement, the sole director of Giant Star HK is Mr. Liu Zhenteng.

The sole director of Giant Star HK accepts full responsibility for the accuracy of the information (other than that relating to the Group, GL Capital, and Ally Bridge Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors, or the directors or general partners of GL Capital or Ally Bridge Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the general partner of GL Instrument Investment L.P. is GL Capital Management GP II B.C. 4 Ltd. and the sole director of GL Capital Management GP II B.C. 4 Ltd. is Mr. Li Zhenfu.

The sole director of GL Capital Management GP II B.C. 4 Ltd. accepts full responsibility for the accuracy of the information in connection with GL Capital contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement by the director or general partner of GL Capital have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of Ally Bridge Flagship is Mr. Pang Andrew Chee On.

The sole director of Ally Bridge Flagship accepts full responsibility for the accuracy of the information in connection with Ally Bridge Group contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement by the directors or general partners of Ally Bridge Group have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises 10 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. Liu Zhenhai (劉振海) is a non-executive Director; and Mr. Foo Tin Chung, Victor (傅天忠), Mr. Fu Hongzheng (付宏征), Prof. Du Guanhua (杜冠華) and Ms. Huang Huiwen (黃慧文) are independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information in connection with the Group contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Directors have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the Growth Enterprise Market website at 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>.

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