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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)

ANNOUNCEMENT

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.**

**Independent Financial Adviser to the
Independent Committee**



* For identification purpose only

Reference is made to the composite offer and response document dated 11 April 2017 (the “**Composite Document**”) jointly issued by the Joint Offerors, GL Instrument and the Company and the first quarterly results announcement of the Company for the three months ended 31 March 2017 dated 12 May 2017 (the “**Results Announcement**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Composite Document.

KGI Capital, the Independent Financial Adviser to the Independent Committee, has reviewed and considered the Results Announcement and has confirmed that its opinion and recommendation in respect of the Offer and the withdrawal of listing of the H Shares as contained in the Composite Document remains unchanged.

On this basis, the Independent Committee confirmed that its opinion and recommendation in respect of the Offer and the withdrawal of listing of the H Shares as contained in the Composite Document remains unchanged.

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

PRC, 12 May 2017

As at the date of this 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; 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 contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Directors have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM 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>.