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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 FLAGSHIP
LX (HK) LIMITED**

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

JOINT ANNOUNCEMENT

**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)**

**WITHDRAWAL OF LISTING OF THE H SHARES OF
SHANDONG LUOXIN PHARMACEUTICAL GROUP STOCK CO., LTD.
CLOSING OF THE OFFER AND RESULTS OF THE OFFER**

Financial Adviser to the Joint Offerors



SOMERLEY CAPITAL LIMITED

**Independent Financial Adviser to
the Independent Committee**



凱基金融亞洲 中華開發金融
KGI CAPITAL ASIA

Financier to Ally Bridge Flagship



新鴻基金融集團
SUN HUNG KAI FINANCIAL

* For identification purpose only

References are made to (1) 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); (2) the announcement jointly issued by the Joint Offerors, GL Instrument and the Company dated 29 May 2017 in relation to the poll results of the EGM and the H Share Class Meeting, as well as the Offer being declared unconditional in all respects; and (3) the notification letter jointly issued by the Joint Offerors, GL Instrument and the Company dated 12 June 2017 to the H Shareholders in relation to the Closing Date and the implication of not accepting the Offer. Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSING OF THE OFFER

The Joint Offerors, GL Instrument and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 26 June 2017.

RESULTS OF THE OFFER AND INTERESTS OF THE JOINT OFFERORS AND PARTIES ACTING IN CONCERT WITH THEM IN THE SHARES

Immediately before the commencement of the Offer Period, the Joint Offerors and their concert parties are interested in 379,669,775 Shares, comprising 347,595,775 Domestic Shares and 32,074,000 H Shares, representing in aggregate approximately 62.28% of the total issued Shares (or approximately 78.10% of the total issued Domestic Shares and approximately 19.49% of the total issued H Shares).

As at 4:00 p.m. on Monday, 26 June 2017, being the latest time and date for acceptance of the Offer, valid acceptances under the Offer (including acceptances in respect of 5,310,627 H Shares held by parties acting in concert with the Joint Offerors) had been received in respect of 130,713,955 H Shares (representing approximately 79.43% of the total issued H Shares), which results in the Joint Offerors and their concert parties interesting in 157,477,328 H Shares and 505,073,103 Shares, representing in aggregate approximately 95.70% of the total issued H Shares and approximately 82.85% of the total issued Shares.

Save as disclosed above, none of the Joint Offerors and parties acting in concert with them (i) held, controlled or directed any Shares or rights over the Shares prior to the commencement of the Offer Period, (ii) had acquired or agreed to acquire any Shares or rights over the Shares during the Offer Period up to the date of this joint announcement, or (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the date of this joint announcement.

SETTLEMENT OF THE OFFER

Settlement of the consideration payable in respect of valid acceptances of the Offer (after deducting the seller’s ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Registrar in respect of lost or unavailable H Share certificates) will be posted

to the Accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days from the date of receipt of a fully completed Form of Acceptance by the Registrar in respect of the Offer.

WITHDRAWAL OF LISTING AND LAST DAY OF TRADING

The last day of trading in the H Shares on the Stock Exchange was Monday, 5 June 2017. Trading in the H Shares has been suspended since 9:00 a.m. on Tuesday, 6 June 2017 and listing of the H Shares has been withdrawn from the Stock Exchange with effect from 9:00 a.m. on Friday, 16 June 2017.

NO RIGHT OF COMPULSORY ACQUISITION

The Joint Offerors have no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Offer. Accordingly, H Shareholders are reminded that as the H Shares have been delisted from the Stock Exchange, the H Shareholders who have not accepted the Offer are holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the GEM Listing Rules and may or may not continue to be subject to the Takeovers Code after completion of the Offer depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.

IMPORTANT NOTICE TO NOMINEES

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the contents of this joint announcement.

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, 26 June 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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