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# 石四藥集團有限公司 SSY Group Limited

*(formerly known as Lijun International Pharmaceutical (Holding) Co., Ltd. 利君國際醫藥(控股)有限公司)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2005)**

## CONDITIONAL CASH OFFER BY



**BNP PARIBAS**

**ON BEHALF OF SSY GROUP LIMITED  
TO BUY-BACK UP TO 150,000,000 SHARES  
FOR HK\$3.30 IN CASH PER SHARE  
AND  
APPLICATION FOR WHITEWASH WAIVER  
POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND  
FULFILLMENT OF CONDITIONS OF THE OFFER**

The Board is pleased to announce that the Ordinary Resolution set out in the notice of the EGM to approve the Offer and the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll at the EGM held on 17 August 2015.

As all the Conditions have been fulfilled, the Offer has become unconditional on 17 August 2015 and will remain open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 31 August 2015.

**Shareholders are advised to read the Offer Document carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the advice of Chanceton to the Independent Board Committee and the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. Independent Shareholders should also note that their voting decisions on the Ordinary Resolution proposed at the EGM approving the Offer and the Whitewash Waiver shall not affect their decisions as to whether to accept the Offer or not. Shareholders are advised to consult with their professional advisers when in doubt.**

References are made to the Offer Document in connection with the Offer and the Whitewash Waiver, the notice of the EGM issued by the Company on 31 July 2015. Unless otherwise stated, capitalized terms used herein bear the same meanings as those defined in the Offer Document.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution set out in the notice of the EGM to approve the Offer and the Whitewash Waiver (the “**Ordinary Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM held on 17 August 2015.

As at the date of the EGM, there were a total of 2,968,527,385 Shares in issue. The number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolution at the EGM was 2,088,425,385 Shares. Mr. Qu and CPCL and parties acting in concert with any of them, holding an aggregate of 880,102,000 Shares, who are required to abstain from voting on the Ordinary Resolution had done so at the EGM. Independent Shareholders holding an aggregate of 975,205,819 Shares, representing approximately 32.85% of the issued Shares, voted either in person or by proxy at the EGM.

Computershare Hong Kong Investor Services Limited, the Registrar, acted as the scrutineer for the purpose of vote-taking at the EGM. The poll results in respect of the Ordinary Resolution were as follows:

<b>Ordinary Resolution</b>	<b>Number of votes (Approximate %)</b>	
	<b>For</b>	<b>Against</b>
To approve the resolution in respect of the Offer and the Whitewash Waiver as set out in the notice of the EGM.	972,821,819 (99.7555%)	2,384,000 (0.2445%)

*Note:* Please refer to the “Notice of the EGM” contained in the Offer Document for the full version of the Ordinary Resolution.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed by the Independent Shareholders by way of poll at the EGM.

## WHITEWASH WAIVER

With the Whitewash Waiver having been approved by the Independent Shareholders at the EGM and granted by the Executive, Mr. Qu and CPCL will not be obliged to make a general offer for all the Shares not already owned by them under Rule 26.1 of the Takeovers Code upon completion of the Offer.

## FULFILLMENT OF THE CONDITIONS OF THE OFFER

As disclosed in the Offer Document, the Offer is subject to the Conditions being fulfilled in full. As all the Conditions have been fulfilled, the Offer has become unconditional on 17 August 2015 and is open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 31 August 2015.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the Company's existing shareholding structure and the shareholding structure assuming that (i) the Qualifying Shareholders will accept the Offer in full (taking into account the fact that Mr. Qu and CPCL have irrevocably undertaken to the Company that they will not tender any of their holdings in Shares pursuant to the Offer); and (ii) no additional Shares will be issued or bought-back from the date of this announcement until completion of the Offer:

Shareholders	As at the date of this announcement		Shareholding upon completion of the Offer	
	No. of Shares	Approximate %	No of Shares	Approximate %
CPCL ( <i>Note 1</i> )	722,510,000	24.34	722,510,000	25.64
Mr. Qu	157,592,000	5.31	157,592,000	5.59
<b><i>Sub-total of CPCL and its concert parties</i></b>	<b>880,102,000</b>	<b>29.65</b>	<b>880,102,000</b>	<b>31.23</b>
Public ( <i>Note 2</i> )	2,088,425,385	70.35	1,938,425,385	68.77
<b>Total</b>	<b>2,968,527,385</b>	<b>100.00</b>	<b>2,818,527,385</b>	<b>100.00</b>

Notes:

1. CPCL is held as to 72.93% by Mr. Qu and as to 27.07% by 39 other shareholders. By virtue of Part XV of the SFO, Mr. Qu is deemed to be interested in the Shares held by CPCL.
2. Such Shares include 2,000 Shares held by BNPP Securities and parties acting in concert with it (save for those members of the group of companies of BNPP Securities that are conducting exempt principal trader activities or exempt fund manager activities).

## **ODD LOTS ARRANGEMENT**

Guotai Junan Securities (Hong Kong) Limited, whose address is at 27th Floor, Low Block Grand Millennium Plaza, 181 Queen's Road, Central, Hong Kong (Contact person: Mr. Donny Wang, telephone number: 2509 7553) has been appointed by the Company as the designated broker to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks from the completion of the Offer to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 2,000 Shares. Odd lot Shareholders should note that the matching of odd lots is not guaranteed.

**Shareholders are advised to read the Offer Document carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the advice of Chanceton to the Independent Board Committee and the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. Independent Shareholders should also note that their voting decisions on the Ordinary Resolution proposed at the EGM approving the Offer and the Whitewash Waiver shall not affect their decisions as to whether to accept the Offer or not. Shareholders are advised to consult with their professional advisers when in doubt.**

By Order of the Board  
**Chow Hing Yeung**  
*Company Secretary*

Hong Kong  
17 August 2015

*As at the date of this announcement, the Board comprises Mr. Qu Jiguang, Mr. Wang Xianjun and Mr. Su Xuejun as executive Directors, and Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai as 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 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 statements in this announcement misleading.*