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石四藥集團有限公司 SSY Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2005)

PROPOSED GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

SHARE OPTIONS

The board of directors (the “**Board**”) of SSY Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that the Company has conditionally granted 122,000,000 share options (the “**Share Options**”) on 15 April 2016 under its share option scheme adopted on 20 September 2012 (the “**Share Option Scheme**”). The Share Options will entitle the grantee to subscribe for up to a total of 122,000,000 new ordinary shares of HK\$0.02 each in the share capital of the Company (the “**Shares**”), representing approximately 4.31% of all the Shares in issue as at the date of this announcement (being 2,829,609,385 Shares). The Share Options granted are subject to the acceptance of the grantee and the independent shareholders’ approval in the coming annual general meeting.

Details of the Share Options are set out as follows:

Date of grant:	15 April 2016 (the “ Date of Grant ”)
Exercise price of Share Options granted:	HK\$2.58 to subscribe for one Share, representing the highest of (i) the closing price of HK\$2.58 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$2.504 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share

Number of Share Options granted:	122,000,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Validity period of the Share Options:	Five years commencing from 15 April 2016

All of the above 122,000,000 Share Options were granted to Mr. Qu Jiguang who is the Chairman of the Board, chief executive officer (CEO), an executive director and also a controlling shareholder of the Company (“**Mr. Qu**”).

LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, the grant of Share Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Options concerned). The grant of the Share Options to Mr. Qu has been reviewed and approved by the independent non-executive Directors of the Company.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, any grant of Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all Options already granted and to be granted (including options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the shares of the Company in issue and (ii) having an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million, such further grant of options must be separately approved by shareholders in general meeting.

In addition, pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of Options to the grantees would result in the shares of the Company issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by shareholders in general meeting.

As the total number of Shares issued and to be issued upon exercise of the Share Options granted to Mr. Qu would in a 12-month period exceed 1% of the Shares in issue, the grant of Share Options to and acceptance thereof by Mr. Qu is conditional upon the approval by the independent shareholders of the Company in general meeting with Mr. Qu and his associate (as ascribed thereto under Rule 1.01 of the Listing Rules), if any, abstaining from voting and such grant shall not take effect or be exercisable until such approval is obtained. A relevant resolution will be proposed at the forthcoming annual general meeting to be convened by the Company on 27 May 2016 (the “AGM”). A circular will be issued to the shareholders of the Company in regard to the AGM as soon as practicable.

By order of the Board
Chow Hing Yeung
Company Secretary

Hong Kong, 15 April 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.