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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)**

## **CLOSING, AND RESULTS, OF THE 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**

The Offer and the Whitewash Waiver had been approved by the Independent Shareholders at the EGM held on 17 August 2015 by way of poll and the Offer had become unconditional.

The Offer closed at 4:00 p.m. (Hong Kong time) on Monday, 31 August 2015, being the Latest Acceptance Time. As of such time, valid acceptances in respect of a total of 1,642,074,431 Shares had been received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 55.32% of the total issued share capital of the Company as at the Latest Acceptance Time and approximately 1,094.72% of the Maximum Number of 150,000,000 Shares to be bought back and cancelled by the Company.

Immediately after completion of the Offer, the aggregate interests of Mr. Qu, CPCL and parties acting in concert with any of them in the issued share capital of the Company will be increased from approximately 29.65% to approximately 31.23%.

The Registrar will send, by ordinary post at the Accepting Shareholder's own risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer (subject to deduction of seller's ad valorem stamp duty due on the buy-back of the Shares from the amount payable in cash) and share certificate in respect of the balance of such Shares not bought back by the Company in full (where applicable), within 7 Business Days after the close of the Offer, that is on or before Thursday, 10 September 2015.

References are made to Offer Document in connection with the Offer and the Whitewash Waiver dated 31 July 2015 and the announcement in relation to the poll results of the EGM dated 17 August 2015 whereby the Company announced that the Offer and the Whitewash Waiver had been approved by the Independent Shareholders at the EGM by way of poll and the Offer had become unconditional. Unless otherwise stated, capitalised terms used herein bear the same meanings as those defined in the Offer Document.

#### **CLOSE OF THE OFFER AND ACCEPTANCE LEVEL OF THE OFFER**

The Offer closed at 4:00 p.m. (Hong Kong time) on Monday, 31 August 2015, being the Latest Acceptance Time. As of such time, valid acceptances in respect of a total of 1,642,074,431 Shares had been received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 55.32% of the total issued share capital of the Company as at the Latest Acceptance Time and approximately 1,094.72% of the Maximum Number of 150,000,000 Shares to be bought back and cancelled by the Company.

#### **ASSURED ENTITLEMENT AND BASIS OF ALLOCATION OF EXCESS TENDERS**

Shares validly tendered for acceptance of the Offer by the Accepting Shareholders will be bought back by the Company in full to the extent of each Accepting Shareholder's Assured Entitlement (being 143 Shares per one board lot of 2,000 Shares rounded down to the nearest whole number of Shares, representing approximately 7.18% of the Shares each Accepting Shareholder owned as at the Latest Acceptance Time). As the aggregate Excess Tenders exceeds the Maximum Number, acceptances of the Excess Tenders will be scaled down on a pro rata basis, based on the total number of Excess Tenders and calculated in accordance with the following formula (save that the Company may, in its absolute discretion, round such figure up or down with the intention of avoiding, as far as practicable, Shares being held by Shareholders in odd lots or fractional entitlements):

$$\frac{(150,000,000 - A) \times C}{B}$$

A = Total number of Shares in respect of which the Offer is validly accepted by all Accepting Shareholders and which form either all or part of their respective Assured Entitlements (as the case may be)

B = Total number of Shares in respect of which the Offer is validly accepted by the Accepting Shareholders in excess of their respective Assured Entitlements

C = Number of Shares in respect of which the Offer is validly accepted by the relevant Qualifying Shareholder in excess of his/her Assured Entitlement

The decision of the Company as to the treatment of odd lots or fractional entitlements will be conclusive and binding on all Shareholders.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the shareholding structure of the Company immediately before the Offer Period and immediately after completion of the Offer and cancellation of the Shares bought back by the Company:

Shareholders	Shareholding immediately before completion of the Offer		Shareholding upon completion of the Offer and cancellation of the Shares bought-back	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
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><i>880,102,000</i></b>	<b><i>29.65</i></b>	<b><i>880,102,000</i></b>	<b><i>31.23</i></b>
Public ( <i>Note 2</i> )	2,088,425,385	70.35	1,938,425,385	68.77
<b>Total</b>	<b><u>2,968,527,385</u></b>	<b><u>100.00</u></b>	<b><u>2,818,527,385</u></b>	<b><u>100.00</u></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).

3. Save as disclosed in table above, none of the Company nor parties acting in concert with it held, controlled or directed any Shares or rights over Shares immediately before the Offer Period.

Immediately after completion of the Offer, the aggregate interests of Mr. Qu, CPCL and parties acting in concert with any of them in the issued share capital of the Company will be increased from approximately 29.65% to approximately 31.23%.

None of the Company nor parties acting in concert with it has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period.

None of the Company nor parties acting in concert with it has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

## **SETTLEMENT**

The Registrar will send, by ordinary post at the Accepting Shareholder's own risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer (subject to deduction of seller's ad valorem stamp duty due on the buy-back of the Shares from the amount payable in cash) and share certificate in respect of the balance of such Shares not bought back by the Company in full (where applicable), within 7 Business Days after the close of the Offer, that is on or before Thursday, 10 September 2015.

## **ODD LOTS ARRANGEMENT**

Should any Qualifying Shareholder require any assistance regarding odd lot arrangement, the Qualifying Shareholder should contact Mr. Simon Lou of Guotai Junan Securities (Hong Kong) Limited at (852)2509 7519, whose address is at 27th Floor, Low Block Grand Millennium Plaza, 181 Queen's Road, Central, Hong Kong, the designated broker appointed by the Company to match sales and purchases of odd lot holdings of Shares in the market **for a period of six weeks from the close 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. Shareholders should note that the matching of odd lots is not guaranteed.

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

Hong Kong  
31 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.*