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LUYE PHARMA GROUP LTD.

绿叶制药集团有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 02186)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 16 JANUARY 2015**

Reference is made to the notice of the Special General Meeting (the “SGM Notice”) of Luye Pharma Group Ltd. (the “Company”) and the circular of the Company (the “Circular”) both dated 31 December 2014 in relation to the acquisition of equity interest in Beijing Jialin Pharmaceutical Co., Ltd. which constitutes a major transaction of the Company. Terms defined in the Circular have the same meanings when used in this announcement unless otherwise specified.

The Board is pleased to announce that the ordinary resolution as set out in the SGM Notice was duly passed by way of poll by the Shareholders at the Special General Meeting held on 16 January 2015.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the Special General Meeting for the purpose of vote-taking. Details of the poll results are set out below:

ORDINARY RESOLUTION^(Note)	Number of Votes (%)	
	For	Against
To approve, confirm and ratify the Agreements for the acquisitions of equity interest in Beijing Jialin Pharmaceutical Co., Ltd. and the transactions contemplated thereunder and to authorise any one director of the Company to do all such acts and things and sign and execute all documents for the purpose of giving effect to or in connection with the Agreements and all transactions contemplated thereunder.	2,324,480,878 (92.280738%)	194,442,282 (7.719262%)

Note: The full text of the resolution is set out in the SGM Notice.

As more than 50% of votes were cast in favour of the ordinary resolution, it was approved by the Shareholders of the Company at the Special General Meeting.

As at the date of the Special General Meeting, the total number of issued shares of the Company comprises 3,321,073,843 Shares.

CPE Greenery Ltd., which is wholly-owned by CPEChina Fund, L.P., together with its close associates, directly or indirectly holds 196,561,695 Shares as at the date of the Special General Meeting (representing approximately 5.92% of the total number of issued shares of the Company) abstained from voting on the resolution approving the Agreements at the Special General Meeting. The total number of Shares entitling the Shareholders to attend and vote on the ordinary resolution at the Special General Meeting was 3,124,512,148 Shares. The total number of Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolution at the Special General Meeting was nil.

Shareholders and potential investors should note that completion of the Acquisitions and the Remaining Equity Interest Acquisitions is subject to conditions precedent to be fulfilled. The Acquisitions and the Remaining Equity Interest Acquisitions may or may not proceed as contemplated or at all. Shareholders and potential investors should also note that there are risks associated with the Acquisitions and the Remaining Equity Interest Acquisitions and they should consider and assess all the risks carefully. Shareholders and potential investors are reminded to exercise extreme caution when dealing in the Shares and other securities of the Company.

By Order of the Board
LUYE PHARMA GROUP LTD.
Liu Dian Bo
Chairman

Shanghai, 16 January 2015

As at the date of this announcement, the Executive Directors of the Company are Mr. LIU Dian Bo, Mr. YUAN Hui Xian, Mr. YANG Rong Bing and Ms. ZHU Yuan Yuan; the Non-executive Directors are Mr. PAN Jian, Mr. LIU Dong and Ms. WANG Xin; and the Independent Non-executive Directors are Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Mr. CHOY Sze Chung Jojo.