

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**丽珠医药**  
**LIVZON**

**麗珠醫藥集團股份有限公司**

**LIVZON PHARMACEUTICAL GROUP INC.\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1513)**

**POLL RESULTS OF  
THE 2023 THIRD EXTRAORDINARY GENERAL MEETING,  
THE 2023 SECOND CLASS MEETING OF A SHAREHOLDERS AND  
THE 2023 SECOND CLASS MEETING OF H SHAREHOLDERS  
HELD ON 19 DECEMBER 2023**

The board of directors (the “**Board**”) of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.\* (the “**Company**”) hereby announced that at the 2023 Third Extraordinary General Meeting (the “**EGM**”), the 2023 Second Class Meeting of A Shareholders (the “**A Shareholders’ Class Meeting**”) and the 2023 Second Class Meeting of H Shareholders (the “**H Shareholders’ Class Meeting**”) (collectively, the “**Meetings**”) held on 19 December 2023 at the Conference Room on the 6th Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China, all the proposed resolutions as set out in the notices of the Meetings were duly passed by the Shareholders of the Company by way of poll.

Details of the resolutions considered at the Meetings were set out in the circular of the Company dated 18 November 2023 (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the record date of the EGM, the issued share capital of the Company was 923,938,139 shares (the “**Shares**”) (comprising 614,106,922 A Shares and 309,831,217 H Shares). Joicare and its associates, directly or indirectly holding 418,878,625 shares of the Company (comprising of 255,513,953 A Shares and 163,364,672 H Shares), representing approximately 45.34% of the total issued share capital of the Company, were required to abstain from voting on Resolution 1 as set out in the notice of the EGM at the EGM pursuant to the Hong Kong Listing Rules as they are deemed to have material interest in Resolution 1. Accordingly, Shareholders (or authorized proxies) who hold 505,059,514 shares of the Company (comprising of 358,592,969 A Shares and 146,466,545 H Shares) were entitled to attend and vote on Resolution 1 proposed at the EGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there were no restrictions on any Shareholders for casting votes on the resolutions proposed at the EGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM. No Shareholders are required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the EGM.

## ATTENDANCE OF THE MEETINGS

### (I) Attendance at the EGM:

Set out below are the details of the Shareholders and authorized proxies present at the EGM:

<b>Number of Shareholders and authorized proxies</b>	<b>104</b>
Including: Number of A Shareholders and authorized proxies	103
Number of H Shareholders and authorized proxies	1
<b>Total number of Shares carrying voting rights (shares)</b>	<b>516,727,930</b>
Including: Total number of A Shares of the Company carrying voting rights held by A Shareholders and authorized proxies (shares)	313,964,882
Total number of H Shares of the Company carrying voting rights held by H Shareholders and authorized proxies (shares)	202,763,048
<b>Percentage of the total number of Shares of the Company carrying voting rights (%)</b>	<b>55.93%</b>
Including: Total number of shares carrying voting rights held by A Shareholders and authorized proxies as a percentage of the total number of Shares of the Company (%)	33.98%
Total number of shares carrying voting rights held by H Shareholders and authorized proxies as a percentage of the total number of Shares of the Company (%)	21.95%

### (II) Attendance at the A Shareholders' Class Meeting

Set out below are the details of the A Shareholders and authorized proxies present at the A Shareholders' Class Meeting:

Number of A Shareholders and authorized proxies	103
Total number of A Shares carrying voting rights (shares)	313,964,882
Total number of shares carrying voting rights held by A Shareholders and authorized proxies as a percentage of the total number of A Shares of the Company (%)	51.1254%

### (III) Attendance at the H Shareholders' Class Meeting:

Set out below are the details of the H Shareholders and authorized proxies present at the H Shareholders' Class Meeting:

Number of H Shareholders and authorized proxies	1
Total number of H Shares carrying voting rights (shares)	202,754,548
Total number of shares carrying voting rights held by H Shareholders and authorized proxies as a percentage of the total number of H Shares of the Company (%)	65.44%

## POLL RESULTS OF THE RESOLUTIONS PROPOSED AT THE MEETINGS

(1) Poll results of the EGM are as follows:

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
<b>Ordinary Resolution</b>									
1	To consider and approve the capital contribution to LivzonBio.	Total	133,830,134	133,598,634	99.8270%	72,300	0.0540%	158,900	0.1187%
		A Shares	75,757,258	75,674,658	99.8910%	72,300	0.0954%	10,000	0.0132%
		H Shares	58,072,876	57,923,976	99.7436%	0	0.0000%	148,900	0.2564%
As votes cast for Resolution 1 were more than one-half of the valid voting rights of Shareholders (including authorized proxies) present at the EGM, Resolution 1 was duly passed as an ordinary resolution.									
<b>Special Resolutions</b>									
2	To consider and approve the Repurchase of Part of the Company's A Shares Scheme:								
	(A) the purpose of the share repurchase;	Total	516,725,730	516,113,330	99.8815%	463,200	0.0896%	148,900	0.0288%
		A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
		H Shares	202,760,848	202,161,448	99.7044%	450,500	0.2222%	148,900	0.0734%
	(B) the price range of shares to be repurchased;	Total	516,725,730	515,966,930	99.8532%	599,600	0.1160%	158,900	0.0308%
		A Shares	313,964,882	313,805,482	99.9492%	149,100	0.0475%	10,000	0.0032%
		H Shares	202,760,848	202,161,448	99.7044%	450,500	0.2222%	148,900	0.0734%

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
	(C) the type, number and percentage of shares to be repurchased;	Total	516,727,930	516,115,530	99.8815%	463,200	0.0896%	148,900	0.0288%
		A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
		H Shares	202,763,048	202,163,648	99.7044%	450,500	0.2222%	148,900	0.0734%
	(D) the aggregate amount of funds used for the repurchase and the source of funds;	Total	516,727,930	516,115,530	99.8815%	463,200	0.0896%	148,900	0.0288%
		A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
		H Shares	202,763,048	202,163,648	99.7044%	450,500	0.2222%	148,900	0.0734%
	(E) the share repurchase period;	Total	516,727,930	516,034,730	99.8658%	544,000	0.1053%	148,900	0.0288%
		A Shares	313,964,882	313,871,082	99.9701%	93,500	0.0298%	0	0.0000%
		H Shares	202,763,048	202,163,648	99.7044%	450,500	0.2222%	148,900	0.0734%
	(F) the validity period of the resolution on the share repurchase;	Total	516,725,730	516,113,330	99.8815%	463,200	0.0896%	148,900	0.0288%
		A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
		H Shares	202,760,848	202,161,448	99.7044%	450,500	0.2222%	148,900	0.0734%

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
	(G) authorization for the board of directors to handle matters relating to the A share repurchase.	Total	516,725,730	516,113,330	99.8815%	463,200	0.0896%	148,900	0.0288%
		A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
		H Shares	202,760,848	202,161,448	99.7044%	450,500	0.2222%	148,900	0.0734%
3	To consider and approve the grant of general mandate to the Board to repurchase H shares of the Company.	Total	516,727,930	516,105,530	99.8795%	463,200	0.0896%	158,900	0.0308%
		A Shares	313,964,882	313,941,882	99.9927%	12,700	0.0040%	10,000	0.0032%
		H Shares	202,763,048	202,163,648	99.7044%	450,500	0.2222%	148,900	0.0734%
As votes cast for Resolution 2 and Resolution 3 were more than two-thirds of the valid voting rights of shareholders (including authorized proxies) present at the EGM, Resolution 2 and Resolution 3 were duly passed as special resolutions at the EGM.									

(2) Poll results of the A Shareholders' Class Meeting are as follows:

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
<b>Special Resolutions</b>									
1	To consider and approve the Repurchase of Part of the Company's A Shares Scheme:								
	(A) the purpose of the share repurchase;	A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
	(B) the price range of shares to be repurchased;	A Shares	313,964,882	313,805,482	99.9492%	149,100	0.0475%	10,000	0.0032%
	(C) the type, number and percentage of shares to be repurchased;	A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
	(D) the aggregate amount of funds used for the repurchase and the source of funds;	A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
	(E) the share repurchase period;	A Shares	313,964,882	313,871,082	99.9701%	93,500	0.0298%	0	0.0000%
	(F) the validity period of the resolution on the share repurchase;	A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%
	(G) authorization for the board of directors to handle matters relating to the A share repurchase.	A Shares	313,964,882	313,951,882	99.9959%	12,700	0.0040%	0	0.0000%

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
2	To consider and approve the grant of general mandate to the Board to repurchase H shares of the Company.	A Shares	313,964,882	313,941,882	99.9927%	12,700	0.0040%	10,000	0.0032%
As votes cast for all above resolutions were more than two-thirds of the valid voting rights of A Shareholders (including authorized proxies) present at the A Shareholders' Class Meeting, all above resolutions were duly passed as special resolutions at the A Shareholders' Class Meeting.									

**(3) Poll results of the H Shareholders' Class Meeting are as follows:**

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
<b>Special Resolutions</b>									
1	To consider and approve the Repurchase of Part of the Company's A Shares Scheme:								
	(A) the purpose of the share repurchase;	H Shares	202,754,548	202,155,148	99.7044%	450,500	0.2222%	148,900	0.0734%
	(B) the price range of shares to be repurchased;	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
	(C) the type, number and percentage of shares to be repurchased;	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
	(D) the aggregate amount of funds used for the repurchase and the source of funds;	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
	(E) the share repurchase period;	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
	(F) the validity period of the resolution on the share repurchase;	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
	(G) authorization for the board of directors to handle matters relating to the A share repurchase.	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%

No	Resolutions	Category of Shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares
2	To consider and approve the grant of general mandate to the Board to repurchase H shares of the Company.	H Shares	202,756,748	202,157,348	99.7044%	450,500	0.2222%	148,900	0.0734%
As votes cast for all above resolutions were more than two-thirds of the valid voting rights of H Shareholders (including authorized proxies) present at the H Shareholders' Class Meeting, all above resolutions were duly passed as special resolutions at the H Shareholders' Class Meeting.									

Grant Thornton (Special General Partnership) acted as the scrutineer for the vote-taking at the Meetings. The Company's PRC legal advisor, D&S Law Firm (廣東德賽律師事務所), two representatives of Shareholders and a representative of supervisors of the Company also jointly acted as the scrutineers for the vote-taking of the poll at the Meetings.

## **LEGAL OPINION ISSUED BY LAWYERS**

Delegated lawyers from D&S Law Firm witnessed the Meetings and issued the "Legal Opinions of D&S Law Firm on EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting of Livzon Pharmaceutical Group Inc. (《廣東德賽律師事務所關於麗珠醫藥集團股份有限公司二零二三年第三次臨時股東大會、二零二三年第二次 A 股類別股東會及二零二三年第二次 H 股類別股東會的法律意見書》)", certifying that: "The convening and procedures of the Meetings comply with the requirements of laws, regulations and Articles of Association, the qualifications of personnels who attended the Meetings, the qualifications of the conveners and the voting procedure of the Meetings are legal and effective, and the voting results of the resolutions at the Meetings are legal and effective."

## **SPECIAL NOTICE**

There was neither objection to the proposed resolutions of the Meetings, nor changes to the resolutions of the previous general meetings at the Meetings.

## **ATTENDANCE RECORD OF THE DIRECTORS**

Except that Mr. Zhu Baoguo did not attend the EGM due to other business commitment, all other Directors have attended the Meetings either in person or through electronic means.

By order of the Board  
麗珠醫藥集團股份有限公司  
**Livzon Pharmaceutical Group Inc.** \*  
**Yang Liang**  
Company Secretary

Zhuhai, China  
19 December 2023

*As at the date of this announcement, the Executive Directors of the Company are Mr. Tang Yanggang (President) and Mr. Xu Guoxiang (Vice Chairman and Vice President); the Non-Executive Directors of the Company are Mr. Zhu Baoguo (Chairman), Mr. Tao Desheng (Vice Chairman), Mr. Qiu Qingfeng and Mr. Yu Xiong; and the Independent Non-Executive Directors of the Company are Mr. Bai Hua, Mr. Tian Qiusheng, Mr. Wong Kam Wa, Mr. Luo Huiyuan and Ms. Cui Lijie.*

*\* For identification purpose only*