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**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)**

**CONTINUING CONNECTED TRANSACTIONS**

**ENTERING INTO THE 2024 WATER ELECTRICITY FRAMEWORK AGREEMENT,**

**THE 2024 RECEIPT OF LABOUR SERVICES FRAMEWORK AGREEMENT,**

**THE 2024 PROVISION OF LABOUR SERVICES FRAMEWORK AGREEMENT,**

**THE 2024 SALES FRAMEWORK AGREEMENT AND**

**THE 2024 PURCHASE FRAMEWORK AGREEMENT WITH JOINCARE**

**Entering into the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement with Joincare**

On 29 December 2023, the Company convened a Board meeting to consider and approve the continuing connected transactions for the period from 1 January 2024 to 31 December 2024 in relation to (1) receipt of water, electricity, steam, natural gas and sewage treatment from the Joincare Group by the Group, (2) receipt of labour services from the Joincare Group by the Group, (3) provision of labour services to the Joincare Group by the Group, (4) sales of products to the Joincare Group by the Group, and (5) purchase of products from the Joincare Group by the Group, with an annual cap of RMB42.00 million, RMB108.00 million, RMB38.80 million, RMB99.60 million, and RMB331.00 million, respectively. On the same day, the Company and Joincare entered into the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement in relation to the above-mentioned continuing connected transactions.

### **Implications of the Hong Kong Listing Rules**

As at the date of this announcement, Joincare directly and indirectly owns approximately 45.34% equity interests in the Company, therefore it is the controlling shareholder of the Company. Therefore, Joincare and its associates are the connected persons of the Company and the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules, respectively. As (i) Mr. Zhu Baoguo, a non-executive Director and the chairman of the Company, is also the chairman of Joincare and indirectly holds 48.01% equity interest in Joincare as at the date of this announcement; (ii) Mr. Qiu Qingfeng, a non-executive Director, is a director and a vice president of Joincare; (iii) Mr. Yu Xiong, a non-executive Director, is the president and a director of Joincare, Mr. Zhu Baoguo, Mr. Qiu Qingfeng and Mr. Yu Xiong are deemed to have material interests in the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement and the transactions contemplated thereunder, and have abstained from voting at the Board meeting in relation to the approval of the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement and the transactions contemplated thereunder. Except for Mr. Zhu Baoguo, Mr. Qiu Qingfeng and Mr. Yu Xiong, no other Directors are required to abstain from voting at the Board meeting in relation to the above matters.

As the highest applicable percentage ratios of the 2024 Water Electricity Cap, the 2024 Receipt of Labour Services Cap, the 2024 Provision of Labour Services Cap, the 2024 Sales Cap and the 2024 Purchase Cap are higher than 0.1% but lower than 5%, respectively, the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement are subject to the reporting and announcement requirements, but are exempted from the independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

## **I. THE 2024 WATER ELECTRICITY FRAMEWORK AGREEMENT**

On 29 December 2023, the Company and Joincare entered into the 2024 Water Electricity Framework Agreement in relation to the continuing connected transactions for receipt of water, electricity, steam, natural gas and sewage treatment from the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024 with an annual cap of RMB42.00 million.

### **Date**

29 December 2023

### **Parties**

Purchaser: the Company

Seller: Joincare

## **Term**

From 1 January 2024 to 31 December 2024

## **Conditions precedent**

The 2024 Water Electricity Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

## **Subject Matter**

Pursuant to the 2024 Water Electricity Framework Agreement, during the period from 1 January 2024 to 31 December 2024, the Group will receive water, electricity, steam, natural gas and sewage treatment from the Joincare Group. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with the Joincare Group in respect of receipt of water, electricity, steam, natural gas and sewage treatment, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2024 Water Electricity Framework Agreement.

## **Annual Cap and Basis of Determination**

During the period from 1 January 2024 to 31 December 2024, the Group will receive water, electricity, steam, natural gas and sewage treatment from the Joincare Group with an annual cap of RMB42.00 million. The annual cap is determined by the Group and the Joincare Group on arm's length negotiations by taking into account factors such as the historical transaction amounts and the Group's production plan for 2024. The 2024 Water Electricity Cap is higher than the transaction amounts in previous years, which is mainly because the Group's production is expected to increase in 2024, therefore the energy consumption required for production will increase accordingly. In addition, it is expected that the natural gas energy consumed by the environmentally friendly treatment equipment used by the Group will increase in 2024, therefore cost of natural gas will also increase accordingly.

## **Historical Transaction Amounts**

Unit: RMB million

<b>For the year ended 31 December 2021 (Audited)</b>	<b>For the year ended 31 December 2022 (Audited)</b>	<b>For the eleven months ended 30 November 2023 (Unaudited)</b>
21.64	30.91	30.14

## **Pricing Principles**

The prices for provision of water, electricity, steam and natural gas by the Joincare Group to the Group will be determined on arm's length negotiations by reference to the prevailing market prices, and the prices of sewage treatment will be calculated with reference to the volume of sewage treatment and the relevant costs of materials consumed.

**Reasons and Benefits of Entering into the 2024 Water Electricity Framework Agreement**

Jiaozuo Hecheng and Shanghai Livzon Biotechnology are located inside the production site of Jiaozuo Joincare and require Jiaozuo Joincare to provide water, electricity, steam, natural gas and sewage treatment for production and operation purposes. If Jiaozuo Hecheng and Shanghai Livzon Biotechnology purchase such services separately from the independent third parties, it may take time for Jiaozuo Hecheng and Shanghai Livzon Biotechnology to complete various procedures and formalities, which may affect their production and operation, and Jiaozuo Hecheng and Shanghai Livzon Biotechnology will have to pay for the relevant activation fees and bear the additional administrative costs incurred. Therefore, the receipt of water, electricity, steam, natural gas and sewage treatment from Jiaozuo Joincare by Jiaozuo Hecheng and Shanghai Livzon Biotechnology can reduce the potential impact on the production and operation of Jiaozuo Hecheng and Shanghai Livzon Biotechnology and save costs.

The Directors (including independent non-executive Directors) considered that the 2024 Water Electricity Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**II. THE 2024 RECEIPT OF LABOUR SERVICES FRAMEWORK AGREEMENT**

On 29 December 2023, the Company and Joincare entered into the 2024 Receipt of Labour Services Framework Agreement in relation to the continuing connected transactions for receipt of labour services from the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024 with an annual cap of RMB108.00 million.

**Date**

29 December 2023

**Parties**

Purchaser: the Company

Seller: Joincare

**Term**

From 1 January 2024 to 31 December 2024

**Conditions precedent**

The 2024 Receipt of Labour Services Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

## Subject Matter

Pursuant to the 2024 Receipt of Labour Services Framework Agreement, during the period from 1 January 2024 to 31 December 2024, the Group will receive research and development (“R&D”) services in drugs from the Joincare Group. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with the Joincare Group in respect of receipt of labour services, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2024 Receipt of Labour Services Framework Agreement.

## Annual Cap and Basis of Determination

During the period from 1 January 2024 to 31 December 2024, the Group will receive R&D services in drugs from the Joincare Group with an annual cap of RMB108.00 million. The annual cap was determined by the Group and the Joincare Group on arm’s length negotiations by taking into account factors such as the estimated time and amount of money to be invested in the R&D of similar drugs of the Group and complexity of R&D. The 2024 Receipt of Labour Services Cap is higher than the transaction amounts in previous years, which is mainly due to the increase in projects planned to enter clinical trial stage in 2024, and the R&D investment in clinical trials is relatively large, therefore R&D service fees are expected to increase substantially.

## Historical Transaction Amounts

Unit: RMB million		
For the year ended 31 December 2021	For the year ended 31 December 2022	For the eleven months ended 30 November 2023
(Audited)	(Audited)	(Unaudited)
4.47	7.44	32.82

## Pricing Principles

The prices for the provision of R&D services in drugs by the Joincare Group to the Group will be determined on arm’s length negotiations by reference to the Group’s expected R&D investment and market conditions.

## Reasons and Benefits of Entering into the 2024 Receipt of Labour Services Framework Agreement

The Joincare Group has extensive experiences in R&D of drugs. It has more successful R&D cases of drugs that are more difficult to R&D than the drugs subject to cooperation this time, as well as experiences in the development of similar new products. The Group can make full use of the Joincare Group’s resources and experience in R&D, which will help advance the R&D progress of drugs of the Group. The continuation of cooperation with the Joincare Group will ensure the progress of current R&D work of the Group will not be interrupted.

The Directors (including independent non-executive Directors) considered that the 2024 Receipt of Labour Services Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**III. THE 2024 PROVISION OF LABOUR SERVICES FRAMEWORK AGREEMENT**

On 29 December 2023, the Company and Joincare entered into the 2024 Provision of Labour Services Framework Agreement in relation to the continuing connected transactions for provision of labour services to the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024 with an annual cap of RMB38.80 million.

**Date**

29 December 2023

**Parties**

Purchaser: Joincare  
Seller: the Company

**Term**

From 1 January 2024 to 31 December 2024

**Conditions precedent**

The 2024 Provision of Labour Services Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

**Subject Matter**

Pursuant to the 2024 Provision of Labour Services Framework Agreement, during the period from 1 January 2024 to 31 December 2024, the Group will provide the Joincare Group with commissioned production of drugs. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with the Joincare Group in respect of provision of labour services, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2024 Provision of Labour Services Framework Agreement.

**Annual Cap and Basis of Determination**

During the period from 1 January 2024 to 31 December 2024, the Group will provide the Joincare Group with commissioned production of drugs with an annual cap of RMB38.80 million. The annual cap is determined by the Group and the Joincare Group on arm’s length negotiations by taking into account factors such as volume of commissioned production and estimated production costs. The 2024 Provision of Labour Services Cap is higher than the transaction amounts in previous years, which is mainly because the products of the Joincare Group are proposed to be selected into the list of the national centralised procurement in 2024. If successful, the sales volume of such products is expected to increase significantly, which will increase the production output of products commissioned by Joincare Group to the Group accordingly.

**Historical Transaction Amounts**

Unit: RMB million

<b>For the year ended 31 December 2021</b>	<b>For the year ended 31 December 2022</b>	<b>For the eleven months ended 30 November 2023</b>
<b>(Audited)</b>	<b>(Audited)</b>	<b>(Unaudited)</b>
0.93	5.28	0.92

**Pricing Principles**

The prices for the commissioned production of drugs to the Joicare Group by the Group will be determined on arm’s length negotiations by reference to factors such as the operation costs and the comparable prevailing market prices of the commissioned production.

**Reasons and Benefits of Entering into the 2024 Provision of Labour Services Framework Agreement**

Provision of commissioned production of drugs to the Joicare Group can fully utilize the Group’s production workshops that meet the requirements for technique and preparation of small-volume liquid preparation, and utilize the Group’s part of surplus production capacity to optimize the capacity utilization of the production workshops of the Group.

The Directors (including independent non-executive Directors) considered that the 2024 Provision of Labour Services Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**IV. THE 2024 SALES FRAMEWORK AGREEMENT**

On 29 December 2023, the Company and Joicare entered into the 2024 Sales Framework Agreement in relation to the continuing connected transactions for sales of products to the Joicare Group by the Group for the period from 1 January 2024 to 31 December 2024 with an annual cap of RMB99.60 million.

**Date**

29 December 2023

**Parties**

Purchaser: Joicare  
Seller: the Company

## Term

From 1 January 2024 to 31 December 2024

## Conditions precedent

The 2024 Sales Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

## Subject Matter

Pursuant to the 2024 Sales Framework Agreement, during the period from 1 January 2024 to 31 December 2024, the Group will sell raw materials for the production of relevant active pharmaceutical ingredients (“API”) products and drug preparation products to the Joincare Group. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with the Joincare Group in respect of sales of products, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2024 Sales Framework Agreement.

## Annual Cap and Basis of Determination

During the period from 1 January 2024 to 31 December 2024, the Group will sell raw materials for the production of relevant API products and drug preparation products to the Joincare Group with an annual cap of RMB99.60 million. The annual cap was determined after arm’s length negotiations between the Group and the Joincare Group by taking into account factors such as the Group’s cost, production capacity and the estimated market conditions in 2024. As the relevant drug preparation products of the Joincare Group are included in the National Medical Insurance Catalogue in 2023 and its relevant API products are successively certified by overseas customers in 2023, it is expected that the sales volume of such products will increase significantly in 2024. Therefore, the raw materials purchased by the Joincare Group from the Group for the production of its API products and drug preparation products are also expected to increase significantly accordingly.

## Historical Transaction Amounts

Unit: RMB million

<b>For the year ended 31 December 2021</b>	<b>For the year ended 31 December 2022</b>	<b>For the eleven months ended 30 November 2023</b>
<b>(Audited)</b>	<b>(Audited)</b>	<b>(Unaudited)</b>
3.78	0.85	4.79

## Pricing Principles

The prices of the products sold to the Joincare Group by the Group will be determined by reference to the prevailing market prices and being not less favourable than comparable prices offered to independent third party customers.

## **Reasons and Benefits of Entering into the 2024 Sales Framework Agreement**

The sale of products to the Joincare Group can effectively utilize part of the idle workshops of the Group, utilize the Group's part of surplus production capacity to optimize the capacity utilization of the production workshops of the Group, and increase the revenue of the Group.

The Directors (including independent non-executive Directors) considered that the 2024 Sales Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **V. THE 2024 PURCHASE FRAMEWORK AGREEMENT**

On 29 December 2023, the Company and Joincare entered into the 2024 Purchase Framework Agreement in relation to the continuing connected transactions for purchase of products by the Group from the Joincare Group for the period from 1 January 2024 to 31 December 2024 with an annual cap of RMB331.00 million.

### **Date**

29 December 2023

### **Parties**

Purchaser: the Company

Seller: Joincare

### **Term**

From 1 January 2024 to 31 December 2024

### **Conditions precedent**

The 2024 Purchase Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

### **Subject Matter**

Pursuant to the 2024 Purchase Framework Agreement, during the period from 1 January 2024 to 31 December 2024, the Group will purchase from the Joincare Group the products and raw materials which are mainly used for the production of antifungal and antibiotics related drug preparation products, which include 7-ACA, D7-ACA and voriconazole (伏立康唑). The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with the Joincare Group in respect of purchase of products, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2024 Purchase Framework Agreement.

## Annual Cap and Basis of Determination

During the period from 1 January 2024 to 31 December 2024, the Group will purchase from the Joicare Group the products and raw materials which are mainly used for the production of antifungal and antibiotics related drug preparation products, which include 7-ACA, D7-ACA and voriconazole (伏立康唑) with an annual cap of RMB331.00 million. The annual cap was determined after arm's length negotiations between the Group and the Joicare Group by taking into account factors such as the Group's business and development plan, estimated market condition in 2024 and demand of the Group's products. The Company expects that more customers will pass consistency evaluation for their cephalosporins categories preparation products in 2024, which use the Group's ceftriaxone sodium (頭孢曲松鈉), cefuroxime sodium (頭孢呋辛鈉) and cefodizime sodium (頭孢地嗪鈉) as raw materials, and the Group's aforementioned products require 7-ACA and D7-ACA as raw materials. These customers are expected to order from the Group more raw materials which are made of 7-ACA and D7-ACA for their production needs in 2024. Therefore, the Group's procurement volume of 7-ACA and D7-ACA from the Joicare Group are expected to increase accordingly, which primarily leading to the 2024 Purchase Cap being higher than the transaction amounts in previous years.

## Historical Transaction Amounts

Unit: RMB million

<b>For the year ended 31 December 2021</b>	<b>For the year ended 31 December 2022</b>	<b>For the eleven months ended 30 November 2023</b>
<b>(Audited)</b>	<b>(Audited)</b>	<b>(Unaudited)</b>
251.97	243.14	237.98

## Pricing Principles

The prices at which the products are to be purchased by the Group from the Joicare Group will be determined by reference to the prevailing market prices and being not less favourable to comparable quotations offered by independent third party suppliers.

## Reasons and Benefits of Entering into the 2024 Purchase Framework Agreement

Since 2007, the Group has commenced purchasing products and raw materials from Joicare Group which are mainly used for the production of antifungal and antibiotics related drug preparation products, and no material quality issue had been found on the products and raw materials supplied by Joicare Group. The Group has been continuously expanding its business, in order to facilitate the future growth of the Group's business, it is anticipated that more products and raw materials are needed for the Group's production of pharmaceutical products. Taking into account factors such as the quality, price and supply stability of products and raw materials supplied by Joicare Group and its reputation in the pharmaceutical industry, the continuous purchase of products and raw materials by the Group from the Joicare Group is in the best interest of the Company in response to the Group's business development plan and production needs.

The Directors (including independent non-executive Directors) considered that the 2024 Purchase Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## VI. INTERNAL CONTROL MEASURES

In order to ensure that the actual prices of the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement between the Group and the Joincare Group are on normal commercial terms and on terms no less favourable to the Group than that available from third parties, the Group adopts the following internal control procedures for its daily operation:

(i) Each transaction to be conducted under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement will be signed by the designated staff of the department requesting such transaction and the finance department, and the general manager of the relevant subsidiary and/or the president of the Company.

(ii) The Group will conduct regular checks to review and assess whether the transactions have been conducted in accordance with the terms of the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement. Such checks will be conducted by the general manager of finance of the Company on a monthly basis and the secretary of the Board on a quarterly basis and will be reported to the Board.

(iii) To ensure the continuing connected transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement will not exceed the annual caps, each subsidiary will submit monthly financial figures to the financial department of the Company for consolidation and analysis. The Group will conduct transactions in accordance with the annual plan which is formulated by the finance department of the Group at the year end of the preceding year and is subject to quarterly review. In particular, the finance department of the Company is responsible for monitoring the actual transactions amounts between the Group and the Joincare Group on a monthly basis to ensure that the annual caps will not be exceeded. In the event the amount of continuing connected transactions incurred and to be incurred under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement is expected to exceed the annual caps, the general manager of finance of the Company shall report to the management of the Company in a timely manner for its determination as to whether revision to the annual caps is required to ensure compliance of the requirements under the Hong Kong Listing Rules.

(iv) The relevant departments and the finance department of the Company will review the internal pricing policy or mechanism, provisions and implementation status with respect to the continuing connected transactions on an annual basis, including but not limited to identifying the connected persons of the Group and their processes for handling the continuing connected transactions. In the event that the relevant departments consider adjustment to the pricing policy or mechanism is required, they shall make amendment proposals with detailed reasons and supporting materials for the management of the Company to consider and determine appropriate actions to be taken.

(v) The auditor of the Company will conduct an annual review of the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement.

(vi) The audit committee of the Company shall review the continuing connected transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement twice a year to confirm whether the relevant transactions are on fair and reasonable terms and in the interest of the Company and the Shareholders as a whole.

Having considered the internal control measures mentioned above, the Directors (including the independent non-executive Directors) consider that such internal control measures are sufficient to ensure the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement will be entered into on normal commercial terms, and will not impair the interests of the Company and the Shareholders as a whole.

## **VII. INFORMATION OF THE PARTIES**

The Company, through its subsidiaries, is principally engaged in the R&D, production and sales of drug preparation products, APIs and intermediates, as well as diagnostic reagents and equipment.

Joincare is a joint stock company incorporated in the PRC and was listed on the Shanghai Stock Exchange in 2001. It is principally engaged in three major business segments, namely R&D, production and sales of (i) drug preparation products; (ii) APIs and intermediates, and (iii) food and health-care food. The ultimate beneficial owner of Joincare is Mr. Zhu Baoguo, a non-executive Director and the chairman of the Company.

## **VIII. IMPLICATIONS OF THE HONG KONG LISTING RULES**

As at the date of this announcement, Joincare directly and indirectly owns approximately 45.34% equity interests in the Company, therefore it is the controlling shareholder of the Company. Therefore, Joincare and its associates are the connected persons of the Company and the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules, respectively. As (i) Mr. Zhu Baoguo, a non-executive Director and the chairman of the Company, is also the chairman of Joincare and indirectly holds 48.01% equity interest in Joincare as at the date of this announcement; (ii) Mr. Qiu Qingfeng, a non-executive Director, is a director and a vice president of Joincare; (iii) Mr. Yu Xiong, a non-executive Director, is the president and a director of Joincare, Mr. Zhu Baoguo, Mr. Qiu Qingfeng and Mr. Yu Xiong are deemed to have material interests in the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement and the transactions contemplated thereunder, and have abstained from voting at the Board meeting in relation to the approval of the 2024 Water Electricity Framework Agreement, the 2024 Receipt

of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement and the transactions contemplated thereunder. Except for Mr. Zhu Baoguo, Mr. Qiu Qingfeng and Mr. Yu Xiong, no other Directors are required to abstain from voting at the Board meeting in relation to the above matters.

As the highest applicable percentage ratios of the 2024 Water Electricity Cap, the 2024 Receipt of Labour Services Cap, the 2024 Provision of Labour Services Cap, the 2024 Sales Cap and the 2024 Purchase Cap are higher than 0.1% but lower than 5%, respectively, the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement are subject to the reporting and announcement requirements, but are exempted from the independent Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“2024 Provision of Labour Services Cap”	The annual cap of RMB38.80 million regarding the Group’s provision of labour services to the Joicare Group during the period from 1 January 2024 to 31 December 2024
“2024 Provision of Labour Services Framework Agreement”	The framework agreement entered into between the Company and Joicare on 29 December 2023 in relation to the continuing connected transaction regarding provision of labour services to the Joicare Group by the Group for the period from 1 January 2024 to 31 December 2024, with an annual cap of RMB38.80 million
“2024 Purchase Cap”	The annual cap of RMB331.00 million regarding the Group’s purchase of products from the Joicare Group during the period from 1 January 2024 to 31 December 2024
“2024 Purchase Framework Agreement”	The framework agreement entered into between the Company and Joicare on 29 December 2023 in relation to the continuing connected transaction regarding purchase of products from the Joicare Group by the Group for the period from 1 January 2024 to 31 December 2024, with an annual cap of RMB331.00 million

“2024 Receipt of Labour Services Cap”	The annual cap of RMB108.00 million regarding the Group’s receipt of labour services from the Joincare Group during the period from 1 January 2024 to 31 December 2024
“2024 Receipt of Labour Services Framework Agreement”	The framework agreement entered into between the Company and Joincare on 29 December 2023 in relation to the continuing connected transaction regarding receipt of labour services from the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024, with an annual cap of RMB108.00 million
“2024 Sales Cap”	The annual cap of RMB99.60 million regarding the Group’s sales of products to the Joincare Group during the period from 1 January 2024 to 31 December 2024
“2024 Sales Framework Agreement”	The framework agreement entered into between the Company and Joincare on 29 December 2023 in relation to the continuing connected transaction regarding sales of products to the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024, with an annual cap of RMB99.60 million
“2024 Water Electricity Cap”	The annual cap of RMB42.00 million regarding the Group’s receipt of water, electricity, steam, natural gas and sewage treatment from the Joincare Group during the period from 1 January 2024 to 31 December 2024
“2024 Water Electricity Framework Agreement”	The framework agreement entered into between the Company and Joincare on 29 December 2023 in relation to the continuing connected transaction regarding receipt of water, electricity, steam, natural gas and sewage treatment from the Joincare Group by the Group for the period from 1 January 2024 to 31 December 2024, with an annual cap of RMB42.00 million
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Board”	the board of Directors

“Company”	Livzon Pharmaceutical Group Inc.* (麗珠醫藥集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange and the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	collectively the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended and supplemented or otherwise modified from time to time
“independent third party (ies)”	a person or persons or a company or companies that is not or are not the connected person(s) of the Group
“Jiaozuo Hecheng”	Jiaozuo Livzon Hecheng Pharmaceutical Manufacturing Co., Ltd.* (焦作麗珠合成製藥有限公司), a subsidiary of the Company, which is a limited liability company established in the PRC in 2009 and mainly engages in the production and sales of pharmaceutical intermediates and chemical products
“Jiaozuo Joincare”	Jiaozuo Joincare Pharmaceutical Industry Co., Ltd.* (焦作健康元生物製品有限公司), a subsidiary of Joincare, which is a limited liability company established in the PRC in 2005 and mainly engages in research, development, production and sales of pharmaceutical intermediates
“Joincare”	Joincare Pharmaceutical Industry Group Co., Ltd.* (健康元藥業集團股份有限公司) (Shanghai Stock Exchange stock code: 600380), a joint stock company incorporated in the PRC and listed on the Shanghai Stock Exchange in 2001, and is one of the controlling shareholders of the Group
“Joincare Group”	Joincare and its subsidiaries (excluding the Group for the purpose of the transactions contemplated under the 2024 Water Electricity Framework Agreement, the 2024 Receipt of Labour Services Framework Agreement, the 2024 Provision of Labour Services Framework Agreement, the 2024 Sales Framework Agreement and the 2024 Purchase Framework Agreement)

“PRC”		the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“RMB”		Renminbi, the lawful currency of the PRC
“Shanghai Biotechnology”	Livzon	Shanghai Livzon Biotechnology Co., Ltd., Jiaozuo Branch*(上海麗珠生物科技有限公司焦作分公司), a subsidiary of the Company, which a limited liability branch company established in the PRC in 2013. It is mainly engaged in the production and sales of pharmaceutical intermediates and chemical products
“Shanghai Exchange”	Stock	the Shanghai Stock Exchange (上海證券交易所)
“Shareholder(s)”		holder(s) of the share(s) of the Company
“Shenzhen Exchange”	Stock	the Shenzhen Stock Exchange (深圳證券交易所)
“Stock Exchange”		The Stock Exchange of Hong Kong Limited
“%”		per cent

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  
29 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