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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)

**NOTICE OF THE 2023 SECOND CLASS MEETING  
OF H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2023 Second Class Meeting of H Shareholders (the “**Class Meeting of H Shareholders**”) of Livzon Pharmaceutical Group Inc.\* (the “**Company**”) to be held at the Conference Room on the 6th Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 4:00 p.m. (or immediately after the conclusion of the 2023 Second Class Meeting of A Shareholders or any adjournment meeting thereof) on Tuesday, 19 December 2023, to consider and pass the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the Repurchase of Part of the Company’s A Shares (the “**A Shares**”) Scheme (the “**A Share Repurchase Scheme**”):
  - (A) the purpose of the share repurchase;
  - (B) the price range of shares to be repurchased;
  - (C) the type, number and percentage of shares to be repurchased (Note 8);
  - (D) the aggregate amount of funds used for the repurchase and the source of funds;
  - (E) the share repurchase period;

- (F) the validity period of the resolution on the share repurchase (Note 9);
  - (G) authorization for the board of directors to handle matters relating to the A Share repurchase (Note 10).
2. To consider and approve the grant of following general mandate to the Board to repurchase H shares (the “**H Shares**”) of the Company:
- (a) subject to paragraphs (b), (c) and (d) below, during the Relevant Period (as defined in paragraph (e) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “**PRC**”), the Hong Kong Stock Exchange or of any other governmental or regulatory body;
  - (b) the authorisation to the Board in respect of the repurchase of H Shares includes but not limited to:
    - (i) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
    - (ii) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association of the Company;
    - (iii) open any securities account(s) for repurchase of H Shares and attend relevant registration procedures for foreign exchange, if appropriate;
    - (iv) implement the relevant approval or filing procedures, if appropriate, pursuant to the relevant requirements of the regulatory authorities and the listing places;
    - (v) attend the cancellation matters in respect of the repurchased H Shares, reduce the registered capital, amend the Articles of Association of the Company in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and overseas registration and reporting procedures, if appropriate; and
    - (vi) execute and handle all other relevant documents and matters in relation to the repurchase of H Shares;
  - (c) the aggregate number of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of H Shares in issue and having not been repurchased as at the date of the passing of this resolution;

- (d) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the 2023 third extraordinary general meeting and the 2023 second class meeting of A shareholders of the Company; and
  - (ii) the approval of the relevant regulatory authorities as may be required by the laws, rules and regulations of the PRC and The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) being obtained by the Company, if appropriate;
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
  - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares (the “**H Shareholders**”) or holders of A Shares (the “**A Shareholders**”) of the Company at their respective class meetings.

*Notes:*

1. All resolutions at the Class Meeting of H Shareholders will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Hong Kong Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.livzon.com.cn](http://www.livzon.com.cn)) in accordance with the Hong Kong Listing Rules.
2. The record date for determining the qualification of the holders of the shares of the Company (“**Shareholder(s)**”) to attend and vote at the Class Meeting of H Shareholders will be Tuesday, 12 December 2023. In order to qualify as Shareholders to attend and vote at the Class Meeting of H Shareholders, the H Shareholders who are not registered must lodge all transfers of shares accompanied by the relevant share certificates with the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 12 December 2023.
3. Any H Shareholder entitled to attend and vote at the Class Meeting of H Shareholders is entitled to appoint one or more persons as his proxy to attend the Class Meeting of H Shareholders and vote in his stead. A proxy need not be a H Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of H Shares in respect of which each such proxy is so appointed.

4. H Shareholder shall attend the Class Meeting of H Shareholders by his proxy duly authorised in writing. The instrument appointing a proxy must be signed by the H Shareholder(s) or his attorney duly authorised in writing. Where the H Shareholder is a legal person, the proxy form shall be executed under its common seal or under the hand of its director or a legal representative or an attorney duly authorised. If the proxy form is signed by the attorney of the H Shareholder, the power of attorney or other documents of authorisation must be notarised. To be valid, the H Shareholders must lodge the proxy form with the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the holding of the Class Meeting of H Shareholders. Completion and return of the proxy form will not preclude H Shareholders from attending and voting at the Class Meeting of H Shareholders or any adjournment thereof in person, and in such event, the proxy form shall be deemed to be revoked.
5. Contact details of the Secretariat of the Board are as follows:  
  
Address: Secretariat of the Board, Livzon Pharmaceutical Group Inc.,  
Headquarters Building, 38 Chuangye North Road, Jinwan District,  
Zhuhai, Guangdong Province, China  
Postal code: 519090  
Contact persons: Mr. Ye Delong, Ms. Yuan Ailing  
Telephone: (86) 756 8135888  
Fax: (86) 756 8891070
6. H Shareholders or their proxies shall produce their identity proof when attending the Class Meeting of H Shareholders.
7. The Class Meeting of H Shareholders is expected to last for thirty minutes. H Shareholders who attend the Class Meeting of H Shareholders (in person or their proxies) shall be responsible for their own travelling, accommodation and the other related costs.
8. Based on the maximum aggregate repurchase of RMB600 million and the maximum repurchase price of RMB38.00/A Share, the number of A Shares to be repurchased is estimated to be no more than 15,789,474 A Shares, accounting for approximately 1.71% of the Company's total share capital (excluding repurchased A Shares that have not yet been cancelled) and approximately 2.57% of the Company's total issued A Shares (excluding repurchased A Shares that have not yet been cancelled) as at 13 November 2023 (the "**Latest Practicable Date**"). Based on the minimum aggregate repurchase of RMB400 million and the maximum repurchase price of RMB38.00/A Share, the number of A Shares to be repurchased is estimated to be no more than 10,526,316 A Shares, accounting for approximately 1.14% of the Company's total share capital (excluding repurchased A Shares that have not yet been cancelled) and approximately 1.71% of the Company's total issued A Shares (excluding repurchased A Shares that have not yet been cancelled) as at the Latest Practicable Date. The total number of A Shares that may be repurchased by the Company shall not exceed 10% of the total number of the issued A Shares that have not yet been repurchased on the date of the 2023 third extraordinary general meeting, 2023 second class meeting of A Shareholders and Class Meeting of H Shareholders at which the A Share Repurchase Scheme is considered.

9. The repurchase period of A Shares shall commence on the date of passing of the special resolution at the 2023 third extraordinary general meeting, the 2023 second class meeting of A Shareholders and the Class Meeting of H Shareholders for a period of 12 months, subject to early expiry on the date of the occurrence of the following circumstances (the “**Repurchase Period**”):
- (1) the maximum aggregate repurchase amount has been reached;
  - (2) the board of directors of the Company determines to terminate the A Share Repurchase Scheme;
  - (3) the conclusion of the first annual general meeting following the passing of this special resolution (except where the A Share Repurchase Scheme is renewed by special resolution passed at general meeting, class meeting of A Shareholders and class meeting of H Shareholders); and
  - (4) the A Share Repurchase Scheme being revoked or varied by special resolution of the shareholders in general meeting, class meeting of A Shareholders and class meeting of H Shareholders.
10. The mandate to the Board to repurchase A Shares include but are not limited to: (1) establishing a dedicated securities account for the repurchase and other related matters; (2) repurchasing A Shares as and when appropriate during the Repurchase Period, taking into account factors such as timing, price and quantity of repurchase; (3) making adjustment to specific implementation plans in accordance with relevant provisions and the requirements of regulatory authorities, and handling other matters relating to the share repurchase; (4) making corresponding modification to relevant clauses in the Articles of Association relating to the registered capital, total share capital and etc. according to the actual repurchase situation, and handling industrial and commercial registration filings; (5) determining the continuation or termination of the A Share Repurchase Scheme based on the Company’s actual circumstance, the Company’s share price performance and other comprehensive factors; and (6) handling other matters that are not stated above but necessary for the share repurchase in accordance with relevant regulations (i.e. applicable laws and regulations, and relevant provisions of regulatory authorities).

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

18 November 2023

*As at the date of this notice, 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