

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 2024 SECOND CLASS MEETING
OF H SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 2024 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 3:30 p.m. (or immediately after the conclusion of the 2024 second class meeting of A shareholders or any adjournment meeting thereof) on Tuesday, 24 December 2024, to consider and pass the following resolution.

SPECIAL RESOLUTION

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) implementation period of the share repurchase;

- (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).

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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**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) and the Company (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, 17 December 2024. In order to qualify as Shareholders to attend and vote at the Class Meeting of H Shareholders, the holders of H shares of the Company (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, 17 December 2024.
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 RMB1,000.00 million and the maximum repurchase price of RMB45.00/A Share, the number of A Shares to be repurchased is estimated to be no more than 22,222,222 A Shares, accounting for approximately 2.44% of the Company's total share capital (excluding repurchased shares that have not yet been cancelled) and approximately 3.66% of the Company's total issued A Shares (excluding repurchased A Shares that have not yet been cancelled) as at 25 November 2024 (the "**Latest Practicable Date**"). Based on the minimum aggregate repurchase of RMB600.00 million and the maximum repurchase price of RMB45.00/A Share, the number of A Shares to be repurchased is estimated to be no more than 13,333,333 A Shares, accounting for approximately 1.46% of the Company's total share capital (excluding repurchased shares that have not yet been cancelled) and approximately 2.19% 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 2024 fourth extraordinary general meeting, 2024 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 2024 fourth extraordinary general meeting, the 2024 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

29 November 2024

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. Lin Nanqi; 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*