

*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 2020 FIFTH EXTRAORDINARY GENERAL MEETING  
HELD ON FRIDAY, 11 DECEMBER 2020**

Reference is made to the notice and circular (the “**Circular**”) of the 2020 fifth extraordinary general meeting (the “**EGM**”) of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.\* (the “**Company**”) dated 17 November 2020 and 24 November 2020, respectively. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed resolutions as set out in the notice of the EGM were duly passed by way of poll at the EGM held on 11 December 2020.

As at the record date of the EGM, the total number of shares of the Company in issue was 944,596,904 shares, which comprises of 624,732,687 A Shares and 319,864,217 H Shares. Joincare 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 44.34% of the total issued share capital of the Company, were required to abstain from voting in relation to Resolution 7 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 7. Accordingly, Shareholders (or authorized proxies) who hold 525,718,279 shares of the Company (comprising of 369,218,734 A Shares and 156,499,545 H Shares) were entitled to attend and vote on Resolution 7 proposed at the EGM. In respect of resolutions other than Resolution 7 proposed at the EGM, Shareholders (or authorized proxies) who hold 944,596,904 shares of the Company (comprising of 624,732,687 A Shares and 319,864,217 H Shares) were entitled to attend and vote on the resolutions 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 resolution 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 any of the resolutions at the EGM. No Shareholders are required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the EGM.

## **ATTENDANCE OF 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>18</b>
Including: Number of A Shareholders and authorized proxies	17
Number of H Shareholders and authorized proxies	1
 <b>Total number of Shares carrying voting rights (Shares)</b>	 <b>492,676,052</b>
Including: Total number of A Shares carrying voting rights held by A Shareholders and authorized proxies (shares)	263,219,138
Total number of H Shares carrying voting rights held by H Shareholders and authorized proxies (shares)	229,456,914
 <b>Percentage of the total number of Shares carrying voting rights (%)</b>	 <b>52.16%</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 carrying voting rights (%)	27.87%
Total number of Shares carrying voting rights held by H Shareholders and authorized proxies as a percentage of the total number of Shares carrying voting rights (%)	24.29%

## POLL RESULTS OF THE EGM

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
Ordinary Resolution									
1	To consider and approve the adjustment to the implementation site and investment plan of a sub-project under certain project invested with proceeds.	Total	492,596,052	492,583,552	99.9975%	12,500	0.0025%	0	0.0000%
		A Shares	263,219,138	263,206,638	99.9953%	12,500	0.0047%	0	0.0000%
		H Shares	229,376,914	229,376,914	100.0000%	0	0.0000%	0	0.0000%
	As votes cast for the above ordinary resolution were more than one-half of the valid voting rights of Shareholders (including authorized proxies) present at the EGM, the above ordinary resolution was duly passed as an ordinary resolution.								
Special Resolutions									
2	To consider and approve the Medium to Long-term Business Partner Share Ownership Scheme (Revised Draft) of the Company and its summary.	Total	492,676,052	433,371,522	87.9628%	59,304,530	12.0372%	0	0.0000%
		A Shares	263,219,138	243,910,442	92.6644%	19,308,696	7.3356%	0	0.0000%
		H Shares	229,456,914	189,461,080	82.5693%	39,995,834	17.4307%	0	0.0000%
3	To consider and approve granting mandate to the board of directors to deal with matters regarding the Medium to Long-term Business Partner Share Ownership Scheme of the Company.	Total	492,676,052	433,512,181	87.9913%	59,163,871	12.0087%	0	0.0000%
		A Shares	263,219,138	243,824,701	92.6318%	19,394,437	7.3682%	0	0.0000%
		H Shares	229,456,914	189,687,480	82.6680%	39,769,434	17.3320%	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
4	To consider and approve the increase of the registered capital of the Company.	Total	492,676,052	492,662,552	99.9973%	12,500	0.0025%	1,000	0.0002%
		A Shares	263,219,138	263,205,638	99.9949%	12,500	0.0047%	1,000	0.0004%
		H Shares	229,456,914	229,456,914	100.0000%	0	0.0000%	0	0.0000%
5	To consider and approve the amendments to the articles of association of the Company.	Total	492,676,052	492,662,552	99.9973%	12,500	0.0025%	1,000	0.0002%
		A Shares	263,219,138	263,205,638	99.9949%	12,500	0.0047%	1,000	0.0004%
		H Shares	229,456,914	229,456,914	100.0000%	0	0.0000%	0	0.0000%
6	To consider and approve the Company’s provision of financing guarantees to its invested company Zhuhai Sanmed.	Total	492,676,052	492,659,152	99.9966%	12,500	0.0025%	4,400	0.0009%
		A Shares	263,219,138	263,202,238	99.9936%	12,500	0.0047%	4,400	0.0017%
		H Shares	229,456,914	229,456,914	100.0000%	0	0.0000%	0	0.0000%
7	To consider and approve the Company’s provision of financing guarantees to its controlling subsidiary Livzon MAB.	Total	109,778,256	109,766,356	99.9892%	11,900	0.0108%	0	0.0000%
		A Shares	25,011,514	24,999,614	99.9524%	11,900	0.0476%	0	0.0000%
		H Shares	84,766,742	84,766,742	100.0000%	0	0.0000%	0	0.0000%
	As votes cast for all the above special resolutions were more than two-thirds of the valid voting rights of shareholders (including authorized proxies) present at the EGM, all the above special resolutions were duly passed as special resolutions at the EGM.								

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

## **LEGAL OPINION ISSUED BY LAWYERS**

Delegated lawyers from D&S Law Firm witnessed the EGM and issued the "Legal Opinions of D&S Law Firm on the EGM 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二零二零年第五次臨時股東大會的法律意見書》)", certifying that: "The convening and procedures comply with the requirements of laws, regulations and Articles of Association of the Company; the qualifications of personnels who attended the EGM, the qualifications of the conveners, and the voting procedure of the EGM are legal and effective; the voting results of the resolution at the EGM, are legal and effective."

## **SPECIAL NOTICE**

There was no objection to the proposed resolution of the EGM, while there was a change to the Resolution 9 (i.e. to consider and approve the Company's provision of financing guarantees to its controlling subsidiary Livzon MAB) approved by the annual general meeting for the year 2019 of the Company at the EGM. Such Resolution 9 has ceased to be effective, and shall be replaced by the Resolution 7 (i.e. to consider and approve the Company's provision of financing guarantees to its controlling subsidiary Livzon MAB) approved by the EGM.

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

11 December 2020

*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. Zheng Zhihua, Mr. Xie Yun, Mr. Tian Qiusheng and Mr. Wong Kam Wa.*

*\* For identification purpose only*