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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 麗珠醫藥集團股份有限公司 **Livzon Pharmaceutical Group Inc.\***, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

### **GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES OF THE COMPANY**

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The letter from the Board is set out on pages 3 to 6 of this circular.

The Company will hold the EGM, the Class Meeting of A Shareholders and Class Meeting of H Shareholders at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:00 p.m., 3:30 p.m. (or immediately after the conclusion of the EGM or any adjournment) and 4:00 p.m. (or immediately after the conclusion of the Class Meeting of A Shareholders or any adjournment) respectively on Wednesday, 23 December 2020. Notices and proxy forms have been dispatched regarding the EGM and the Class Meeting of H Shareholders by the Company on 1 December 2020. The aforesaid documents are also available for download 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)).

If you would like to attend the EGM and/or the Class Meeting of H Shareholders by proxy, please complete the proxy form in accordance with the instructions printed thereon and return it to the Secretariat of the Board of the Company (for A Shareholders) or the H Share Registrar of the Company, Tricor Investor Services Limited (for H Shareholders) as soon as possible and in any event no later than 24 hours before the EGM and/or the Class Meeting of H Shareholders or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM and/or the Class Meeting of H Shareholders or any adjournment thereof in person if you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following terms shall have the meanings set out below unless the context requires otherwise:*

“A Share(s)”	the shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange (stock code: 000513)
“A Shareholder(s)”	holder(s) of the A Share(s)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.*, a joint stock company incorporated in the PRC in accordance with the Company Law on 26 January 1985 with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange
“Company Law”	Company Law of the PRC (中華人民共和國公司法), as adopted at the Fifth Session of the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993, effective from 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Class Meeting of A Shareholders”	the 2020 Third Class Meeting of A Shareholders of the Company to be held at 3:30 p.m. (or immediately after the EGM or any adjournment) on Wednesday, 23 December 2020
“Class Meeting of H Shareholders”	the 2020 Third Class Meeting of H Shareholders of the Company to be held at 4:00 p.m. (or immediately after the Class Meeting of A Shareholders or any adjournment) on Wednesday, 23 December 2020
“Director(s)”	director(s) of the Company
“EGM”	the 2020 sixth extraordinary general meeting of the Company to be held at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:00 p.m. on Wednesday, 23 December 2020

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## DEFINITIONS

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“General Meetings”	the EGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 01513)
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	3 December 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Notices of the General Meetings”	notices dated 1 December 2020 for convening the EGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen Listing Rules”	the Stock Listing Rules of the Shenzhen Stock Exchange (as amended in 2018) (《深圳證券交易所股票上市規則(2018年修訂)》)

*\* For identification purposes only*

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## LETTER FROM THE BOARD

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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)

**Executive Directors:**

Mr. Tang Yanggang (*President*)  
Mr. Xu Guoxiang (*Vice Chairman and Vice President*)

**Non-executive Directors:**

Mr. Zhu Baoguo (*Chairman*)  
Mr. Tao Desheng (*Vice Chairman*)  
Mr. Qiu Qingfeng  
Mr. Yu Xiong

**Independent Non-executive Directors:**

Mr. Bai Hua  
Mr. Xie Yun  
Mr. Zheng Zhihua  
Mr. Tian Qiusheng  
Mr. Wong Kam Wa

**Registered office:**

Headquarters Building  
38 Chuangye North Road  
Jinwan District Zhuhai  
Guangdong Province  
China

**Principal place of business  
in Hong Kong:**

Room 1301, 13/F.  
China Evergrande Centre  
38 Gloucester Road  
Wanchai  
Hong Kong

7 December 2020

*To the Shareholders*

Dear Sir/Madam,

**GRANT OF GENERAL MANDATE TO THE BOARD  
TO REPURCHASE H SHARES OF THE COMPANY**

The purpose of this circular is to provide you with relevant information to enable you to make informed decisions in voting on the special resolution in relation to the grant of general mandate to the Board to repurchase H Shares of the Company to be proposed at the General Meetings:

**I. GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H  
SHARES OF THE COMPANY**

Reference is made to the announcements of the Company dated 30 November 2020.

\* For identification purpose only

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## LETTER FROM THE BOARD

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To obtain the flexibility and ability in pursuing the best interests for the Company and its Shareholders and to strengthen the long-term investment value of the Company and faith of investors, the Board considered and approved the grant of general mandate to the Board to repurchase H Shares (the “**H Share Repurchase Mandate**”) on 30 November 2020. The H Share Repurchase Mandate is subject to Shareholders’ approval in the EGM, the Class Meeting of H Shareholders and the Class Meeting of A Shareholders by way of a special resolution.

### **1. Number of the H Shares Proposed to be Repurchased and the Repurchase Price**

As at the Latest Practicable Date, the Company had a total issued share capital of 944,594,904 shares, comprising 319,864,217 H Shares and 624,730,687 A Shares. The maximum number of H Shares proposed to be repurchased shall not exceed 31,986,421 H Shares, being 10% of the aggregate number of H Shares in issue and having not been repurchased as at the date of the passing of the resolution in relation to the H Share Repurchase Mandate, and shall maintain a sufficient public float as required by the Hong Kong Listing Rules.

The repurchase will be implemented by batches, and each of the repurchase price shall be no higher than 5% of the average closing price in the five trading days prior to the relevant date of repurchase.

### **2. Method of Repurchase**

Repurchase on the Hong Kong Stock Exchange pursuant to the Hong Kong Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong and other applicable laws and regulations.

### **3. Disposal of the Repurchased Shares**

The Company will cancel the repurchased H Shares upon completion of the repurchase, and the Company will reduce its registered capital accordingly.

### **4. Source of Funds**

In repurchasing H Shares of the Company, the Company intends to raise fund legally available for such purpose in accordance with its Articles of Association and the applicable laws of the PRC and the Hong Kong Listing Rules, as the case may be.

For more details of the H Share Repurchase Mandate, please refer to the notices of the EGM and the Class Meeting of H Shareholders and the explanatory statements set out in the appendices thereof.

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## LETTER FROM THE BOARD

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### II. CONVENING THE GENERAL MEETINGS

The Company will hold the EGM, the Class Meeting of A Shareholders and Class Meeting of H Shareholders at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:00 p.m., 3:30 p.m. (or immediately after the conclusion of the EGM or any adjournment) and 4:00 p.m. (or immediately after the conclusion of the Class Meeting of A Shareholders or any adjournment) respectively on Wednesday, 23 December 2020. Notices and proxy forms have been dispatched regarding the EGM and the Class Meeting of H Shareholders by the Company on 1 December 2020. The aforesaid documents are also available for download 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)).

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### III. RECORD DATE

The record date for determining the qualification of the Shareholders to attend and vote at the EGM and the Class Meeting of H Shareholders will be Thursday, 17 December 2020. In order to qualify as Shareholders to attend and vote at the EGM and 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 Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 December 2020.

### IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolution put forward at the EGM and the Class Meeting of H Shareholders will be voted on by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rule 13.39(5) of the Hong Kong Listing Rules after the EGM and the Class Meeting of H Shareholders.

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## LETTER FROM THE BOARD

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### V. RECOMMENDATION

The Board considers that the resolution set out in the Notices of the General Meetings in relation to the grant of general mandate to the Board to repurchase H Shares of the Company is in the interests of the Company and the Shareholders as a whole, and accordingly recommends the Shareholders to vote in favour of the resolution to be proposed the General Meetings.

### VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

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