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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)

POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2014 HELD ON 24 OCTOBER 2014

POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2014

The board of directors of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc. *(the “**Company**”) (the “**Board**”) hereby announced that at the first extraordinary general meeting for the year 2014 of the Company held on 24 October 2014 (the “**EGM**”), all the proposed resolutions as set out in the notice of the EGM were duly passed by the shareholders of the Company by way of poll.

Details of the resolutions considered at the EGM were set out in the circular of the EGM dated 7 October 2014 of the Company (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the EGM, the total number of shares of the Company in issue was 295,721,852 shares (the “**Shares**”), comprising of 183,728,498 A shares and 111,993,354 H shares. The controlling shareholder of the Company, Joicare Pharmaceutical Industry Group Co., Ltd (“**Joicare**”) directly and indirectly owned 140,122,590 shares of the Company (comprising of 89,462,538 A shares and 50,660,052 H shares), representing in aggregate approximately 47.38% of the total issued share capital of the Company. Therefore, Joicare, Shenzhen Haibin Pharmaceutical Co., Ltd.(“**Shenzhen Haibin**”), Topsino Industries Limited (“**Topsino**”) and their respective associates were required to abstain from voting on ordinary resolution number 1 (the “**Resolution No. 1**”) at the EGM. Accordingly, the total number of shares entitling the shareholders to attend and vote for or against the Resolution No.1 at the EGM was 155,599,262 shares (comprising 94,265,960 A shares and 61,333,302 H shares), representing approximately 52.62 % of the total issued share capital of the Company.

Save as disclosed above, there were no restrictions on any shareholders for casting votes on the resolutions proposed at the EGM.

A total of 36 shareholders of the Company and proxies holding an aggregate of 202,540,542 Shares with voting rights, representing approximately 68.49% of the total number of Shares with voting rights, were present at the EGM; 35 of which were A shareholders and proxies holding an aggregate of 128,260,328 A shares with voting rights, representing approximately 69.81% of the total number of A shares with voting rights, while 1 of which was H proxies holding an aggregate of 74,280,214 H shares with voting rights, representing approximately 66.33% of the total number of H shares with voting rights. Joicare, Shenzhen Haibin, Topsino and their respective associates holding a total of 134,063,162 Shares with voting rights (comprising of 83,403,110 A shares and 50,660,052 H shares), representing in aggregate approximately 45.33% of the total issued share capital of the Company, were present at the EGM and have abstained from voting on the Resolution No. 1 at the EGM.

The poll results of the resolutions at the EGM are as follows:

Ordinary Resolutions		Number of shares and approximate percentage (%) of total number of shares with voting rights held by shareholders present at the EGM			
			For	Against	Abstain
1.	To consider and approve the Company to enter into a three-year continuing connected transactions framework agreement for 2014-2016 with Joicare Pharmaceutical Industry Group Co., Ltd.* (健康元藥業集團股份有限公司).	Total	68,464,100 (99.981%)	9,100 (0.013%)	4,180 (0.006%)
		A shares	44,843,938 (99.970%)	9,100 (0.020%)	4,180 (0.009%)
		H shares	23,620,162 (100%)	0 (0%)	0 (0%)
As votes cast for were more than one-half of the valid voting rights of shareholders present at the EGM, the resolution was duly passed as an ordinary resolution.					
2.	To consider and approve the appointment of Mr. Yang Daihong (楊代宏) as an executive director of the Company for the eighth session of the Board.	Total	151,871,890 (74.983%)	8,600 (0.004%)	50,660,052 (25.012%)
		A shares	128,251,728 (99.993%)	8,600 (0.007%)	0 (0%)
		H shares	23,620,162 (31.799%)	0 (0%)	50,660,052 (68.201%)
As votes cast for were more than one-half of the valid voting rights of shareholders present at the EGM, the resolution was duly passed as an ordinary resolution.					
Special Resolution		Number of shares and approximate percentage (%) of total number of shares with voting rights held by shareholders present at the EGM			
			For	Against	Abstain
3.	To consider and approve the Company's provision of a guarantee in respect of its wholly-owned subsidiary's application of a credit facility.	Total	202,435,101 (99.948%)	101,261 (0.050%)	4,180 (0.002%)
		A shares	128,247,190 (99.990%)	8,958 (0.007%)	4,180 (0.003%)
		H shares	74,187,911 (99.876%)	92,303 (0.124%)	0 (0%)
As votes cast for were more than two-thirds of the valid voting rights of shareholders present at the EGM, the resolution was duly passed as a special resolution.					

Ruihua Certified Public Accountants (LLP) (瑞華會計師事務所(特殊普通合夥)), acted as the scrutineer for the vote-taking at the EGM. The Company's PRC legal advisor, Desai Law Firm, Guangdong(廣東德賽律師事務所), two representatives of shareholders 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

Wang Xiandong(王先東) and Zhang Yi (張奕), lawyers from Desai Law Firm, Guangdong, witnessed the EGM and issued the "Legal Opinions of Desai Law Firm, Guangdong on the First Extraordinary General Meeting of Livzon Pharmaceutical Group Inc. for the Year 2014 (《廣東德賽律師事務所關於麗珠醫藥集團股份有限公司 2014 年第一次臨時股東大會的法律意見書》)", certifying that: "The convening and procedures of the EGM 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 resolutions at the EGM are legal and effective".

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
24 October 2014

As at the date of this announcement, the Executive Directors of the Company are Mr. Tao Desheng (Vice Chairman and President), Mr. Fu Daotian (Vice President) and Mr. Yang Daihong (Vice President); the Non-Executive Directors of the Company are Mr. Zhu Baoguo (Chairman), Mr. Qiu Qingfeng and Mr. Zhong Shan; the Independent Non-Executive Directors of the Company are Mr. Xu Yanjun, Mr. Yang Bin, Mr. Guo Guoqing, Mr. Wang Xiaojun and Mr. Yu Xiong.

** For identification purpose only*