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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)

NOTICE OF THE 2016 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 Third Extraordinary General Meeting of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.* (the “**Company**”) (the “**EGM**”) will 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 Friday, 23 December 2016, agenda of which is as below:

I. BASIC INFORMATION OF THE MEETING

1. Convenor: The board of directors of the Company (the “**Board**”)
2. Convention time: 2:00 p.m. on Friday, 23 December 2016
3. Venue: Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China
4. Way of conducting the meeting: By way of poll

* *For identification purpose only*

II. MATTERS TO BE CONSIDERED AT THE MEETING – ORDINARY RESOLUTIONS

1. To consider and approve a three-year continuing connected transactions framework agreement for 2017-2019 entered into between the Company and Joicare Pharmaceutical Industry Group Co., Ltd.* (健康元藥業集團股份有限公司) and the transactions contemplated thereunder and the related annual caps.

“THAT:

- (A) the purchase framework agreement entered into between the Company and Joicare Pharmaceutical Industry Group Co., Ltd.* (健康元藥業集團股份有限公司) dated 25 October 2016 (the “**2017 Joicare Purchase Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed;
 - (B) the annual caps in respect of the 2017 Joicare Purchase Framework Agreement for the three years ending 31 December 2017, 31 December 2018 and 31 December 2019, respectively, be and are hereby approved and confirmed; and
 - (C) any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the 2017 Joicare Purchase Framework Agreement and the transactions contemplated thereunder.”
2. To consider and approve the addition of implementation subject for the fund-raising investment project of the Company.

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Notes:

1. All resolutions at the EGM 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 (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) and the Company (www.livzon.com.cn) in accordance with the Hong Kong Listing Rules.
2. For the purpose of determining the qualification of the shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 23 November 2016 to Friday, 23 December 2016, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified as shareholders to attend and vote at the EGM, holders of H shares of the Company (“**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 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 22 November 2016.
3. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more persons as his proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. Any shareholders who intend to attend the EGM shall complete the reply slip for attendance in accordance with the instructions printed thereon and return to the Secretariat of the Board (for A Shareholders) or the H Share Registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for H Shareholders) on or before Saturday, 3 December 2016, either in person, by mail or fax.
5. A shareholder shall attend the EGM by his proxy duly authorised in writing. The instrument appointing a proxy must be signed by the shareholder(s) or his/her/its attorney duly authorised in writing. Where the 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 shareholder, the power of attorney or other documents of authorisation must be notarised. To be valid, the A Shareholders must lodge the proxy form and the notarised power of attorney or other documents of authorization (if any) with the Secretariat of the Board at Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China (postal code: 519090) not less than 24 hours before the holding of the EGM. To be valid, the H Shareholders must lodge the proxy form with the H Share Registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the holding of the EGM. Completion and return of the proxy form will not preclude shareholders from attending and voting at the EGM or any adjournment thereof in person, and in such event, the proxy form shall be deemed to be revoked.

6. Contact details of the Secretariat of the Board are as follows:

Address: Office of the 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. Wang Shuguang, Ms. Yuan Ailing

Telephone: (86) 756 8135888

Fax: (86) 756 8891070

7. Shareholders or their proxies shall produce their identity proof when attending the EGM.

8. The EGM is expected to last for one hour. Shareholders who attend the EGM (in person or by proxy) should be responsible for their own travelling, lodging and the related costs.

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

26 October 2016

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; and the Independent Non-Executive Directors of the Company are Mr. Xu Yanjun, Mr. Guo Guoqing, Mr. Wang Xiaojun, Mr. Zheng Zhihua and Mr. Xie Yun.

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